

**BYLAWS
OF THE
HAWAII STATE THEATRE COUNCIL**

As adopted by the Board of Directors December 11, 2010

ARTICLE I

Principal Office: Place of Meetings

SECTION 1. Principal Office. The principal office of the Council shall be identified by the Board of Directors from time to time, notice of which shall be provided to the State of Hawaii as required.

SECTION 2. Place of Meetings. All meetings of the Board of Directors shall be held at such place and at such time determined by the Board of Directors.

ARTICLE II

Membership

SECTION 1. Membership.

Membership is open to theatre producing organizations with permanent residence in the State of Hawaii which pay organizational dues. Memberships are annual and expire on August 31. All memberships shall be subject to the approval of the Board of Directors. Categories of membership are:

- a. not-for-profit theatre producing organizations
- b. college theatre departments
- c. other theatre producing organizations as approved by the Board of Directors
- d. theatre advocacy organizations as approved by the Board of Directors

SECTION 2. Membership Dues. Membership dues shall be set by the Board of Directors each year and are payable upon notice. Any organization that allows its dues to lapse by more than 60 days shall be subject to membership termination by the Board of Directors, such notice of termination to be communicated by the President of the Board.

ARTICLE III

Board of Directors

SECTION 1. General. The management of the affairs, business and property of the Hawaii State Theatre Council shall be vested in the Board of Directors.

SECTION 2. Criteria for Board Membership. The Board shall be comprised of one (1) representative from each current member organization. This organizational representative must hold a management level position in the organization (i.e. Managing Director, Artistic Director or Treasurer) or serve the organization in a volunteer capacity commensurate to management level. The board may approve emeritus non-voting board membership to any immediate past serving organizational representative to facilitate continuity of organizational representation and/or to fulfill any specific duty assignment as assigned by the board. All directors shall serve without compensation; PROVIDED, HOWEVER, that out-of-pocket expenses incurred by a director in connection with his/her official duties for the Council may be reimbursed upon the prior approval of such expenses by a majority of the Board of Directors.

SECTION 3. Appointment of Organizational Representative. It is the responsibility of each member organization to appoint its representative to the Board of Directors and to register this appointment with the Secretary of Hawaii State Theatre Council. Changes of appointment shall be communicated on a timely basis by the member organization.

SECTION 4. Approval of Organizational Representative. All organizational representatives shall be subject to the approval of the Board of Directors.

SECTION 5. Meetings. The Board of Directors may hold meetings in such place as the Board from time to time may determine. Meetings may be called by the president or by any three members of the Board of Directors.

SECTION 6. Notice. The president shall give notice orally or in writing, including electronic means, of each meeting of the Board of Directors to each director within a reasonable time before the meeting.

SECTION 7. Quorum. One-third (1/3) of the directors shall constitute a quorum for the transaction of business, and in every case the affirmative vote of a majority of the quorum shall be necessary to the validity of any act of the Board.

ARTICLE IV

Executive Committee and Other Committees

SECTION 1. Executive Committee. There may be an executive committee consisting of the officers of the Council who shall be members of the Board of Directors and who shall be appointed and may be removed by the Board of Directors at any time. During the intervals between meetings of the Board of Directors, the executive committee shall possess and may exercise any powers of the Board of Directors, unless otherwise limited by the Board, and shall meet at the call of the president or any two members of the committee.

Vacancies or temporary vacancies in the executive committee shall be filled by the Board of Directors. A majority of the committee shall constitute a quorum, and in every case the

affirmative vote of a majority of the members of the committee shall be necessary to the validity of any act of the committee.

Regular minutes of proceedings shall be kept and be circulated on a timely basis to all members of the board. All action by the executive committee, and its minutes, shall be reported to the Board of Directors at its next succeeding meeting for such action as the Board of Directors deems proper.

SECTION 2. Other Committees. The Board of Directors may create and appoint from its own membership or otherwise such general or special committee or committees as it deems desirable.

ARTICLE V

Officers

SECTION 1. Principal Officers. The principal officers of the Council shall be a president, a vice president, a treasurer and a secretary, all of whom shall be elected annually by the Board of Directors at its first meeting on or following September 1 and shall serve for one year and/or until their successors shall have been elected; PROVIDED, that the number of vice presidents may be changed from time to time by the Board of Directors at any meeting of the Board and, if increased at any time, the additional vice president or vice presidents shall be elected by the Board of Directors. Each officer of the Council shall serve without compensation; PROVIDED, HOWEVER, that out-of-pocket expenses incurred by an officer in connection with his/her official duties for the Council may be reimbursed upon the prior approval of such expenses by the Board of Directors.

SECTION 2. Other Officers. The Board of Directors may elect such other officers as it deems necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. One person may hold more than one office.

SECTION 3. Removal and Vacancies. All officers shall be subject to removal at any time by the affirmative vote of the Board of Directors. If the office of any officer shall become vacant for any reason, the Board of Directors may elect a successor.

SECTION 4. Qualifications. All officers shall be elected from among the directors.

SECTION 5. President. The president shall preside at all meetings of the Board of Directors. The president shall have the powers and perform duties customarily incidental to his/her office and such other powers and duties as may be assigned to him/her by the Board of Directors.

SECTION 6. Vice President(s). The Board of Directors may elect one or more vice presidents, who shall in order determined by the Board of Directors perform the duties of the president during his/her absence or disability or whenever the office is vacant. The Board of Directors may designate the vice president who shall be first in order to perform the duties of the president, as the executive vice president. The several vice presidents shall have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

SECTION 7. Treasurer. The treasurer shall be the financial officer of the Council. Except insofar as some other officer or employee shall from time to time be expressly authorized and instructed to do so, the treasurer shall receive and receipt for, either personally or by an employee authorized by him/her to do, all checks and drafts of the Council; pay all debts of the council under the direction of the Board of Directors; keep all notes, stocks, bonds, deeds and all

evidences of property belonging to the Council, or in its charge, and properly care for the same; and shall have such other powers and duties as assigned to him/her by the Board of Directors.

SECTION 8. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall have the powers and perform the duties customarily incidental to his/her office and such other powers and duties as may be assigned to him/her from time to time by the Board of Directors.

ARTICLE VI

Execution of Instruments

All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and all other instruments, shall be signed by such person or persons as may be designated by general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the president or a vice president and by the treasurer or the secretary. The Board of Directors may by resolution provide for the use of facsimile signatures on any instrument and may also provide that any instrument may be sealed with the facsimile seal, if any, of the Council. The Council may have a corporate seal of such form and device as the Board of Directors may, from time to time, determine, which seal shall be in the custody of the secretary. When directed by the Board of Directors, a duplicate seal may be kept and used by such other officers or agents as the Board may direct.

ARTICLE VII

Indemnification

The Council shall indemnify each present and future officer and director of the Council against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him or her in connection with any claim, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which she or he may be involved as a party or otherwise by reason of his or her being or having been such officer or director, or by reason of any past and future action taken or authorized or approved by her or him or any omission to act as such officer or director, whether or not he or she continues to be such officer or director at the time of the incurring or imposition of such costs, expenses, or liabilities, except such costs, expenses or liabilities as shall relate to matters as to which she or he shall in such action, suit or proceeding be finally adjudged to have committed willful misconduct toward the Council in the performance of his or her duties as an officer or director; and in the absence of such final adjudication of the existence of such liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefit of the heirs, executors, administrators, personal representatives and assigns of each such officer or director.

ARTICLE VIII

Hiring and Conflicts of Interest

All employees of the Council shall be hired on the basis of merit and not on the basis of first and second degree relationships to members of the Board of Directors.

No director, officer or employee shall take any official action for or on behalf of the Council directly affecting:

- a. A business or other undertaking in which the person has substantial financial interest;
or
- b. A private undertaking in which the person is engaged as a legal counsel, advisor, consultant, representative or other agency capacity.

ARTICLE IX

Amendments

These Bylaws may be amended or repealed by the affirmative vote of not less than seventy-five percent (75%) of the membership of the Hawaii State Theatre Council Board of Directors.

These Amended Bylaws supersede and cancel any other previous bylaws and amendments thereto.

DATED: Honolulu, Hawaii, _____, 2010.

_____, President

_____, Vice President