

**BY-LAWS OF  
Island City Stage, Inc.  
A NOT-FOR-PROFIT  
CORPORATION**

**ARTICLE I – ORGANIZATION**

The name of the organization shall be Island City Stage, Inc.

The organization may at its pleasure by a vote of the Board of Directors change its name.

**ARTICLE II - PURPOSES**

The purposes for which this organization has been organized are as stated in the Articles of Incorporation, i.e., the management and operation of a not for profit theatre, acting exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The company intends to operate in a manner appropriate for qualifying as a non-profit organization, and may not engage in any prohibited activity as defined by the Internal Revenue Code or regulations. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Moreover, notwithstanding any other provision of the articles or these by laws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE III - ORDER OF BUSINESS

The organization adopts Roberts Rules of order as the guide lines of accepted practices and procedures.

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## ARTICLE IV- BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of at least 7 but not more than 20 members. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing years shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and all directors and officer / directors shall serve for a term of three (3) years and/or until a successor is elected, with staggered terms, such that one-third of all directors are up for re-election each year. Any director who has served two (2) consecutive three-year terms will be eligible for nomination to the Board of Directors only after serving a one-year or greater absence from the Board.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Fifty percent (50%) plus 1 members of the standing Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. A director elected to fill a vacancy shall hold office for the remainder of the term of the vacating director.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

At the last meeting of the fiscal year, the Board shall select from its members a President, Vice President, Secretary and Treasurer to serve one-year terms, commencing at the start of the fiscal year. Each officer shall serve in that specific office for no more than three (3) one-year terms or until his or her resignation or removal from office.

The Board of Directors may entertain charges against any director or member. A director or member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

By an affirmative vote of a majority of the Directors, any Director may be removed from The Board, either with or without cause.

## ARTICLE V – OFFICERS

The President shall preside at all membership meetings. The President shall present at each annual meeting of the organization an annual report of the work of the organization. The President shall appoint all committees, temporary or permanent. The President shall see all books, reports and certificates required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the organization. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records and seal of this organization. The Secretary may be one of the officers required to sign the checks and drafts of the organization. The Secretary shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$5000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at

stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

#### ARTICLE VI - SALARIES

The Board of Directors shall hire and fix the compensation of the Artistic Director and Managing Director, which the Board of Directors in their discretion may determine to be necessary for the conduct of the business of the organization.

#### ARTICLE VII - COMMITTEES

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

#### ARTICLE VIII - AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty six (66%) percent of the Board of Directors.

#### ARTICLE IX – FISCAL YEAR

The fiscal year of the organization shall begin on the first day of October in each year and shall end on the thirtieth day of September next following, unless otherwise determined by the Board of Directors.

#### ARTICLE X – DISSOLUTION

The organization may be dissolved by an affirmative vote of not less than seventy five (75%) percent of the directors. In the event of such dissolution, the assets shall be distributed as stated in the Articles of Incorporation, i.e., upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI – INDEMNIFICATION OF OFFICERS AND DIRECTORS

The officers and directors shall have no liability for any action taken in the course and scope of their service as officers and directors. The organization shall be liable to and agrees to fully indemnify and hold harmless each officer and director for all damages, suits, claims, attorneys' fees, court costs, administrative and other expenses and loss or aggregate of losses resulting from any suit arising as to any action taken as an officer or director, including without limitation any liability arising therefrom and including reimbursement for attorneys' fees and costs incurred in defending any such claim.