

1 FRIENDS OF THE BROADWAY THEATER

2 BY-LAWS

3

4 ARTICLE I

5 NAME

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7 Section 1. The name of the Corporation is Friends of the Broadway Theatre.

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9 Section 2. The Corporation may adopt one or more additional assumed names as may be determined
10 necessary and appropriate by the Board of Trustees

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12 ARTICLE II

13 PURPOSE

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15 The purpose of the Corporation is to renovate and preserve the historic Broadway Theatre as a community
16 venue for performances and activities which entertain, educate and culturally enrich our community.

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18 ARTICLE III

19 BOARD OF TRUSTEES

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21 Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by the
22 Board of Trustees. Section 2. Number. There shall be not less than five (5) nor more than fifteen (15)
23 directors on the Board as shall be fixed from time to time by the Board of Trustees.

24

25 Section 3. Tenure. Each Board member of the corporation shall hold office for a twelve (12) months.
26 Elections will be held the last meeting of every June. Elections will be supervised by a disinterested non-
27 Board Member. This person will be appointed by the Executive Committee prior to the said meeting.

28

29 Section 4. Attendance. Board members shall be responsible for attending all Board meetings. Advance
30 notification of absences must be reported to the Chairperson. Board members may be excused, if proper
31 notification is made, from attending up to 1/3 of the regular Board meetings within any fiscal year. If a
32 Trustee has excused absences from 1/3 of the regular board meetings, continued membership will be
33 determined by the Board. Three consecutive unexcused absences or a total of five unexcused absences of
34 other than an emergency nature are grounds for involuntary dismissal.

35

36 Section 5. Vacancies and Appointments. The existing Board members will nominate new Board members.
37 These nominations and the corresponding voting shall be conducted in closed session. All nominees must
38 receive a majority vote of Board members in attendance of the meeting prior to appointment to the Board.

39

40 Section 5a. Term of Mid-Year Appointments. A person elected to the Board at any time during the fiscal
41 year shall hold office until June 30th of the successive year.

42 Section 6. Resignation. Any Board member may resign at any time by providing written notice to the
43 Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the
44 notice. A successor shall be appointed as provided in Section 5 of this Article.

45

46 Section 7. Removal. Any Board member may be removed due to:

- 1
2 a) poor attendance (See Section 4 of this Article),
3 b) conviction of federal or state offenses.
4 c) mistreating the theatre or its property,
5 d) violations of Theatre Guidelines, including committee behavior policies
6 e) acting in the name of the board beyond one's authority to do so.
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8 ARTICLE IV
9 MEETINGS

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11 Section 1. Annual Meeting. An Annual Meeting shall be held each year during the first meeting in July.

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13 Section 2. Regular Meetings. Regular meetings of the Board may be held at the time and place as
14 determined by resolution of the Board during the first meeting in July without notice other than the resolution.

15
16 Section 3. Special Meetings. Special meeting of the Board may be called by the Chairperson or any two
17 Board members at any reasonable time and place as determined by those persons calling for the meetings.
18 Notice of the time and place of special meetings shall be given to each board member in any manner at
19 least three days before the meeting.

20
21 Section 4. Agenda. An agenda of meetings shall be provided by the Chairperson for all regular meetings.

22
23 Section 5. Quorum. A simple majority of the Board members currently in office constitutes a quorum for the
24 transaction of any business at any meeting of the Board.

25
26 Section 6. Voting.

27 A. Manner of Voting. Voting may occur by voice vote unless any two members of the Board requests
28 that a written vote take place. Written votes will be recorded in a manner such that it is part of the
29 permanent record indicating how each Board member voted with respect to the motion in consideration.

30
31 B. Affirmative Duty to Vote. Board members have an affirmative duty to vote on all matters before the
32 Board except for those matters in which they have a conflict of interest.

33
34 C. Interim Actions. The Executive Committee has the authority, in cases of immediate need, to take
35 interim action, subject to approval by the full Board at the next regularly scheduled, or specially-called,
36 meeting.

37
38 D. Interim Actions via E-Mail Voting. The Board Policy Manual will specify under which
39 circumstances voting by the full board via electronic mail is acceptable and will further specify the guidelines
40 of how such voting will take place.

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43 ARTICLE V
44 OFFICERS

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46 Section 1. Number. The Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Treasurer

1and Secretary. The Officers shall be elected from the current Board of Trustees.

2

3Section 2. Election. Officers shall be nominated and elected in June to take office on July 1st.

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5Section 3. Resignation. An Officer may resign at any time by providing written notice to the corporation.

6Notice of resignation is effective on receipt or at a later time designated in the notice.

7

8Section 4. Removal. An Officer elected by the Board may be removed before his term expires with or

9without cause by vote of 2/3 of the board.

10

11Section 5. Vacancies. A vacancy in any office for any reason may be filled by the Board by election.

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13ARTICLE VI

14DUTIES OF THE OFFICERS

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16Section 1. Chairperson. It is the duty of the Chairperson to:

17 a. preside at Board meetings;

18 b. co-sign checks;

19 c. serve on any committee, subcommittee or other body of the Corporation with automatic voice and
20vote.

21 d. assign responsibilities to other Trustees with the advice and consent of the Executive Committee.

22The Chairperson shall not vote at any meeting of the Board of Trustees except to make or break a tie vote.

23

24Section 2. Vice-Chairperson It is the duty of the Vice-Chairperson to:

25 a. Preside at all Board meetings in the absence of the Chairperson, provided, however, that in the
26event of the death, resignation, or removal of the Chairperson, a successor shall be appointed for the
27unexpired balance of the term of office as provided for in Article V.

28 b. Co-sign checks in the absence of the Chairperson.

29 c. Provide as substitute ex-officio member of any committee meeting that the Chairperson is unable
30to attend, at the discretion and direction and of the Chairperson

31 d. Assist the Chairperson in other board matters not otherwise assigned, at the discretion and
32direction of the Chairperson.

33When the Vice-Chairperson is presiding at a board meeting in the absence of the Chairperson, the Vice-
34Chairperson shall not vote, except to break a tie vote.

35

36Section 3. Treasurer. It is the duty of the Treasurer to:

37 a. Assure that the accounting and budgetary system is maintained.

38 b. Provide a report to the board at its annual and regular meetings.

39 c. Keep the checkbook and pay bills. Must co-sign all checks.

40 d. Assist the Chairperson in other board matters not otherwise assigned, at the discretion and
41direction of the Chairperson.

42

43Section 4. Secretary. It is the duty of the Secretary to:

44 a. Take and prepare the minutes of the board meetings.

45 b. Assure the record keeping and rolls of the organization and its board of directors.

46 c. Prepare correspondence as directed by the board.

1 d. Assist the Chairperson in other board matters not otherwise assigned, at the discretion and
2 direction of the Chairperson.

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4 ARTICLE VII
5 COMMITTEES

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7 Section 1. General Powers. Committees discuss and recommend policies and actions to the Board of
8 Trustees. With the exception of the Executive Committee taking necessary and immediate action (see
9 Section 4(A)) committees shall take no direct action which bind the Corporation or the Board of Trustees.

10
11 Section 2. Appointments. Standing Committees are made up of appointments by the Board.

12
13 Section 2a. Board Membership of Committees. All Board members are eligible to be seated with voice and
14 vote of any committee, subcommittee or other body of the Corporation as per set eligibility

15
16 Section 3. Meetings. Committees shall meet at a minimum frequency directed by the Chairperson of the
17 Board of Trustees. Committees may meet more often as desired and requested by the Chairperson of the
18 committee. The committee Chairperson shall set the specific time and place of the committee meetings. The
19 committee Chairperson shall be responsible to assure that a record is taken of committee meetings. These
20 records should reflect the date of the meeting, the attendance, and any recommendations the committee
21 would like the board of directors to consider for action. In the case of the executive committee, the records
22 must also reflect any necessary and immediate action, see Section 4,A, which the executive committee has
23 taken.

24
25 Section 4. Standing Committees. The Board shall establish standing committees of limited scope to advise
26 the board concerning matters which are within the authority of the board. The committee chairperson is
27 determined by the Board. Membership of these committees is affirmed by the Board. The following are
28 standing committees of the Corporation.

29
30 A. Executive Committee: The Executive Committee is to consist of the Officers of the Board of
31 Trustees. The Chairperson of the Board of Trustees shall direct and coordinate the meeting, but shall not
32 have a vote. The Secretary of the Board of Trustees shall be responsible for the records of this committee.
33 The duties and responsibilities of this committee include, but are not limited to:

34 i. Reviewing, compiling and proposing to the Board of Trustees procedures, bylaw changes, agendas
35 and policy recommendations for adoption.

36 ii. Taking necessary and immediate actions which can not be delayed until the next meeting of the
37 full Board of Trustees. The interpretation of whether an action is necessary and immediate shall rest with the
38 Chairperson of the Board of Trustees. If this action is reversible, it may be reversed by the full Board of
39 Trustees at its next meeting.

40 iii. Shall plan, oversee and supervise all requests for usage of physical space on the site including
41 developing space for general classroom usage.

42 iv. Assurance of accurate historical renovation and construction of any purchased building and
43 meeting and exceeding OSHA standards for ventilation, safety and health.

44
45 B. Finance Committee. The finance committee shall consist of the Treasurer and other Trustees and
46 advisors as appointed by the Chairperson of the Board of Trustees. The Treasurer shall serve as the

1committee Chairperson. The finance committee will study financial, fundraising, public relations,
2membership, and other business issues and make recommendations to the board of directors.

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5 C. Players Committee. The purpose of this committee is to plan and support play and musical play
6productions in which persons over the age of 18 are the primary actors.

7 D. Playhouse Kids. The purpose of this committee is to plan and support play and musical play
8productions in which children and adolescents are the primary actors.

9

10 E. Screen Committee. The purpose of this committee is to plan and support movie screenings.

11

12 F. Concert Committee. The purpose of this committee is to plan and support concert performances.

13

14 G. Fundraising Committee. The purpose of this committee is to plan, execute and evaluate all
15fundraising efforts of the Corporation. The chair of this committee shall be a member of the Board of
16Trustees.

17

18 H. Capital Improvements Committee. The purpose of this committee is to make recommendations to
19the Board of Trustees for all building and renovation improvements to the building and equipment owned by
20the Corporation.

21

22 I. Facility Maintenance Committee. The purpose of this committee is to ensure that basic
23maintenance of the facility is adhered to at all times.

24

25 J. Hospitality Committee. The purpose of this committee is to ensure for the smooth operation of all
26concession sales.

27

28Section 5. Special Committees. The Board may establish Special Committees of limited duration to advise
29the Board concerning specific matters The committee chairpersons determined by the Board. Membership
30is affirmed by the Board.

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32Section 6. Responsibilities of Committees. The Committees shall perform their
33function, as

34best determined by their original charter. The Committees will file reports
35with

36the Board of Trustees on a regular basis and upon reaching conclusion of their
37function. Pursuant to Michigan Compiled Law §450.2528, no committee
38established under this section may:

39

(a) Amend the articles of incorporation.

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(b) Adopt an agreement of merger or consolidation.

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(c) Recommend to shareholders or members the sale, lease, or

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exchange of all or substantially all of the corporation's property

43

and assets.

44

(d) Recommend to shareholders or members a dissolution of the

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corporation or a revocation of a dissolution.

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(e) Amend the bylaws of the corporation.

47

(f) Fill vacancies in the board.

1 (g) Fix compensation of the directors for serving on the board or on
2 a committee.

3 (h) Cancel stock or terminate membership.

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5 *Section 7, Parliamentary Authority*

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7 The rules contained in the current edition of *Robert's Rules of Order Newly*
8 *Revised* shall govern the organization in all cases to which they are applicable
9 and in which they are not inconsistent with these bylaws and any special rules
10 of order that the organization may adopt, Michigan law, and the laws and
11 regulations governing corporations exempt from taxation under Section 501(c)(3)
12 of the Internal Revenue Service.

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15 ARTICLE VIII

16 FRIENDS

17 Non-voting memberships may be sold to interested individuals and business entities who have a general
18 interest in supporting the vision and mission of the Corporation.

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20 ARTICLE IX

21 CORPORATE DOCUMENT PROCEDURE

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23 All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts,
24 deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be
25 signed by any Officer, designated agent, or unless authorized by the Board or by these Bylaws.

26
27 ARTICLE X

28 HUMAN RESOURCE MANAGEMENT

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30 Section 1. The Board of Trustees shall designate in the Board Policy Manual a set of comprehensive human
31 resource management policies.

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33 Section 2. The Board of Trustees has final authority in all human resource management matters.

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35 ARTICLE XI

36 INDEMNIFICATION

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38 Section 1. Non-derivative Actions. Subject to all of the other provisions of this article, the Corporation shall
39 indemnify any person who was or is a party, or is threatened to be made a party to, any threatened,
40 pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or
41 investigative proceeding, whether formal or informal (other than an action by or in the right of the
42 corporation). Such indemnification shall apply only to a person who was or is a Board Trustee or Officer of
43 the Corporation or who was or is serving at the request of the corporation as a Board Trustee, Officer,
44 partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture,
45 trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held
46 harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in
47 settlement actually and reasonable incurred by the person in connection with such action, suit, or

1 proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not
2 opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the
3 person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of
4 any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere
5 or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a
6 manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or
7 (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or
8 her conduct was unlawful.

9
10 Section 2. Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify
11 any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or
12 completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a)
13 the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request
14 of the corporation as a Trustee, Officer, partner, , employee, or agent of another foreign or domestic
15 corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall
16 be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and
17 amounts paid in settlement incurred by the person in connection with such action or suit if the person acted
18 in good faith and in a manner the person reasonable believed to be in or not opposed to the best interests of
19 the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the
20 person has been found liable to the corporation unless and only to the extent that the court in which such
21 action or suit was brought has determined on application that, despite the adjudication of liability but in view
22 of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the
23 expenses that the court considers proper.

24
25 Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits
26 or otherwise in defense of any action, suit, or proceeding referred to in sections 1 or 2 of this article, or in
27 defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified
28 against expenses (including actual and reasonable attorney fees) incurred in connection with the action and
29 in any proceeding brought to enforce the mandatory indemnification provided by this article.

30
31 Section 4. Contract Right; Limitation of Indemnity. The right to indemnification conferred in this article shall
32 be a contract right and shall apply to services of a director or officer as an employee or agent of the
33 corporation as well as in such persons capacity as a director or officer. Except as provided in section 3 of
34 this article, the corporation shall have no obligations under this article to indemnify any person in connection
35 with any proceeding, or part thereof, initiated by such person without authorization by the board.

36
37 Section 5. Determination that Indemnification is Proper. Any indemnification under section 1 or 2 of this
38 article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case.
39 The corporation must determine that indemnification of the person is proper in the circumstances because
40 the person has met the applicable standard of conduct set forth in sections 1 or 2, whichever is applicable.
41 such determination shall be made in any of the following ways:

- 42
- 43 a. By a majority vote of a quorum of the board consisting of directors who were not parties to such
44 action, suit, or proceedings.
 - 45 b. If the quorum described in clause (a) above is not obtainable, then by a committee of directors
46 who are not parties to the action. The committee shall consist of not less than two disinterested directors.

1 c. By independent legal counsel in a written opinion.

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3Section 6. Proportionate Indemnity. If a person is entitled to indemnification under Section 1 or 2 of the
4article for a portion of expenses, including attorney fees judgments, penalties, fines, and amounts paid in
5settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the
6expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be
7indemnified.

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9Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding
10described sections 1 or 2 of this article may be paid by the corporation in advance of the final disposition of
11the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay
12the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the
13corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf
14advances are made, but need not be secured.

15

16Section 8. Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this
17article is not exclusive of other rights to which a person seeking indemnification or advancement of
18expenses may be entitled under a contractual arrangement with the corporation. However, the total amount
19if expenses advanced or indemnified from all sources combined shall not exceed the amount of actual
20expenses incurred by the person seeking indemnification or advancement of expenses.

21

22Section 9. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent
23authorized from time to time by the board, grant rights to indemnification and to the advancement of
24expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article
25with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

26

27Section 10. Former Directors and Officers. The indemnification provided in this article continues for a
28person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and
29administrators of that person.

30

31Section 11. Insurance. The corporation may purchase and maintain insurance on behalf of any person who
32(a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request
33of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture,
34trust, or other enterprise. such insurance may protect against any liability asserted against the person a and
35incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the
36corporation would have power to indemnify against such liability under this article or the laws of the State of
37Michigan.

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39ARTICLE XI
40DISSOLUTION

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1 Disbanding and Disbursement of Assets. If for any reason the Corporation disbands, the Board of Trustees
2 shall submit a plan to the State Attorney General's Office for disbursement of all assets of the
3 Corporation to be disbursed to a recognized nonprofit corporation(s) that are organized and operated
4 exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal
5 Revenue Code and furthermore said organizations shall be as closely aligned to the purpose of the
6 Corporation as possible. Such a disbanding and disbursement of assets requires approval of a
7 majority of the members at a meeting called for such Purpose, the Notice of which shall comply with
8 all applicable notice requirements set forth in these Bylaws and in Federal, State and local laws and
9 ordinances.

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11 ARTICLE XII
12 AMENDMENTS

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14 The Board of Trustees, at any regular or special meeting may amend or repeal these bylaws, or adopt new
15 bylaws by vote of a 2/3 majority of the directors.

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17 ARTICLE XIII
18 FISCAL YEAR

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20 The fiscal year shall be from July 1st through June 30th.

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22 Last revised: January, 2008.

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