

BY-LAWS OF
MILL RACE THEATRE COMPANY

ARTICLE I
NAME OF ORGANIZATION

The name of the Organization is Mill Race Theatre Company.

ARTICLE II
PRINCIPAL OFFICE

The Organization shall have a principal office within the State of Indiana at such location as the Board of Directors may from time to time designate. Until changed by the Board of Directors, the principal office of the Organization shall be located at 300 Washington Street, Columbus, Indiana.

ARTICLE III
PURPOSES

The purposes of the Organization are:

- i. To present professional caliber shows; as an organization, we have an obligation to teach, nurture, and mentor participants to help build a legacy in our community. We exist to:
 - a. produce quality theatrical opportunities for the enjoyment and enrichment of all participants, patrons, and residents in Columbus, Indiana, and surrounding communities.
 - b. Enrich the community by providing diverse opportunities of artistic education and entertainment to players both young and old
 - c. Allow players to participate in all phases of theatre, both on stage and off, through a variety of theatrical programs offered year round
- ii. In carrying out the purposes aforesaid, this Organization shall be considered as acting for all the participating individuals and organizations, the contributors to this Organization and the public at large.
- iii. To possess, exercise, and enjoy all of the rights, privileges, and power authorized, granted, and conferred by an Act of the General Assembly of the State of Indiana entitled "The Indiana Nonprofit Organization Act of 1971," and all acts amendatory thereof or supplemental thereto.

iv. To do any and all acts and things necessary, convenient, or expedient to be done to carry out the purposes for which the Organization is formed and organized and not repugnant to law.

vi. The Organization is organized exclusively for charitable, scientific and educational purposes and no part of its net earnings will inure to the benefit of pecuniary gain of any of its member, directors, officers, trustees or incorporators, but this provision shall not be deemed to prohibit reasonable compensations to such persons for services actually rendered, nor shall this Organization be prohibited from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members; and provided further, that the Organization shall not be engaged, nor shall any of its funds or property be used in carrying on propaganda or otherwise attempting to influence legislation or participating in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in the Articles of Incorporation, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt for federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV **BOARD OF DIRECTORS**

SECTION 1. Number. The number of Directors shall not be less than six (6) nor more than fifteen (15), as the Board of Directors may designate from time to time, but in the event of a failure of the Board of Directors to designate otherwise, the number shall be six (6). Directors shall be divided into three (3) classes of relatively equal size such that one-third of the Directors are elected by the sitting Board of Directors each year for a term of three (3) years.

SECTION 2. Terms of Office. A full term of office for members of the Board of Directors shall be three (3) years, beginning with the election to the Board at an annual meeting of the Organization and ending with the annual meeting three (3) years later. A person elected to fill a vacancy on the Board of Directors shall serve the remainder of the term of the Director whose place is filled. A Director who has served a full term of three (3) years shall be eligible for re-election to one (1) additional three (3) year term. The Board's immediate past President may be elected to one-year extension of his or her term if his or her three (3) year term as a director expires at the end of his or her term as President. A person can serve no more than two consecutive terms. After a one-year hiatus a previous director may serve again or at the request of the Board of Directors.

SECTION 3. Vacancies. Any vacancy occurring on the Board of Directors caused by an increase in the number of Directors by amendment of these By-Laws, or by death, resignation, or otherwise shall be filled through a vote of a majority of the remaining Directors.

SECTION 4. Annual Meeting. The Board of Directors shall meet each year before the annual meeting of the Organization, for the purpose of seating newly elected board members, election of officers and considering any other business that may properly be brought before the meeting. The Annual Meeting shall be held in January at such a time and place as approved by the board. The Annual Meeting will consist of:

1. Election of new board members
2. Election of executive officers
3. Financial Report
4. State of the Organization Report

SECTION 5. Regular Meetings. Regular meetings of the Board must be held at least quarterly, at such place and time as shall be approved by resolution of the Board for the transaction of such business as may come before the meeting.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be held whenever called by the President or the Vice President or upon written request of any two (2) Directors. The business transacted at any special meeting of the Board shall be limited to those items of business stated in the notice of the meeting.

SECTION 7. Notice of Meeting. Directors shall be given notice of each meeting of the Board of Directors, which notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the items of business to be transacted. It shall be the duty of the President to cause such notice to be given to each Director not less than two (2) calendar days prior to the meeting. Such notice shall be given personally or by mail, telephone, or by other electronic means capable of verification to the Director's residence or place of business as listed at the Organization's principal office. Notice of any meeting of the Board of Directors may be waived by any Director by his/her execution of a written waiver of such notice, either before or after the holding of such meeting; such a waiver shall be filed with the minutes of the meeting. The attendance of any Director at any meeting without protesting, at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

SECTION 8. Place of Meeting. All meetings of the Board of Directors shall be held at the Organization's principal office unless the Board of Directors designates another place in writing.

SECTION 9. Quorum. A simple majority (51%) of the Directors of the Organization shall constitute a quorum for the transaction of business; provided, however, when filling vacancies a majority of the existing Directors shall constitute a quorum for the purpose of filling the vacancies. The act of a majority of existing Directors shall constitute a quorum for the purpose of filling the vacancies. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time.

SECTION 10. Board and Board Committee Action Without A Meeting. Any action which may be taken at a meeting of the Board or a Board committee may be taken without a meeting if, prior to such action, a consent in writing setting forth such action is signed by all of the Directors or members of the committee, as the case may be, and is filed in the minutes of the Board or of the committee.

SECTION 11. Organization. The President and in his or her absence the Vice President and in their absence any director chosen by the directors present shall call the meeting of the Board of Directors to order and shall act as President of such meeting. The Secretary of the Organization shall act as Secretary of the meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any director present to act as Secretary of the meeting.

SECTION 12. General Powers. Without prejudice to the general powers conferred by statute, the Articles of Incorporation and by the By-Laws, it is hereby expressly declared that the Board of Directors shall have the power from time to time:

- i. To determine policies and conduct the general business of the Organization.
- ii. To make and change rules and regulations not inconsistent with these By-Laws, for the management of the Organization's business affairs.
- iii. To purchase or otherwise acquire for the Organization any property, rights or privileges that the organization is authorized to acquire at such price or consideration and generally on such terms and conditions as they deem proper.
- iv. In their discretion, pay for any property or rights acquired by the Organization either wholly or partly in money, stock, bonds, debentures, or other securities of the Organization.
- v. To borrow money.

vi. To elect, appoint, or employ and at their discretion to remove or discharge such officers, agents, factors, or employees as they see fit, including an Executive Director for the Organization, to determine their duties, responsibilities, salaries, wages or benefits and to require corporate surety bonds in such instances and in such amounts as they see fit.

vii. To confer upon any officer of the Organization to power to appoint, remove, or suspend subordinate officers, agents, or factors. viii. To appoint any person or organization to accept and hold in trust for the Organization any property belonging to this Organization or in which it is interested, or for any other purpose and to execute and do all other deeds and things as may be requisite in relation to any such trust.

ix. To determine who shall be authorized on behalf of the Organization to make and sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other instruments.

x. To delegate any of the powers of the Board in relation to the current business of the Organization to any standing or special committee or to any officer or agent or to appoint any person to the agent or the Organization with such powers (including the power to sub-delegate) and upon such terms as they deem proper.

xi. To delegate the powers or duties of any officer to any other officer or to any director so far as may be lawful.

SECTION 13. Resignation and Removal. A Director of the Organization may resign at any time by tendering his/her resignation in writing to the Organization, which resignation shall become effective upon receipt by the Organization at its principal office. The Board, by a majority vote, may, with or without cause, remove any director from office prior to the normal expiration of the director's term of office. Any Director sought to be removed from the Board shall be given at least ten (10) calendar days' notice of the meeting at which his/her removal will be voted upon. The Director will be afforded an opportunity at that meeting to speak in his/her own behalf prior to the taking of any vote on his/her removal. Should a Director miss 50% of the meetings in a calendar year, the Director will be automatically removed from his or her seat, without notice.

SECTION 14. Compensation. Directors shall not receive compensation for any services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Organization for other services actually rendered or for expenses incurred for serving the Organization as a Director or in any other capacity.

SECTION 15. Director's Conflict of Interest. No member of the Board of Directors nor Officer of the Organization shall knowingly or intentionally have any pecuniary interest in or

derive profit from a contract or purchase by the Organization unless the Director or Officer makes a full disclosure of his/her pecuniary interest in or profit from such contract to the Board of Directors prior to such action by the Board; that said action does not violate the proscriptions in the Articles of Incorporation against the Organization's use or application of its funds for private benefit; and that no contract, transaction or act is a prohibited transaction or one which would result in the denial of tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

No contract or other transaction between the Organization and one or more of its Directors or any other Organization, firm, association, or entity in which one or more of its Directors is a Director or Officer or is financially interested, shall be either void or voidable because of this relationship or interest or because the Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction because his/her or their votes are counted for such purposes, if:

- i. The fact of this relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents or such interested Directors; or
- ii. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- iii. The contract or transaction is fair and reasonable to the Organization.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

SECTION 16. Minutes. Minutes shall be kept of Regular and Special meetings of the Board of Directors and of any committees of the Board and shall be made available, upon written request, for public inspection. The minutes shall include, but not be limited to, the following items:

- i. Date and place of meeting;
- ii. Names of members attending;
- iii. Decisions reached and actions taken;
- iv. Reports of committee meetings; and

v. Reports by the Executive Director and other staff

ARTICLE V **OFFICERS**

SECTION 1. Officers. The officers of the Organization shall consist of the President, the Vice-President, Past President, the Secretary, Treasurer, and such other officers as the Board shall deem advisable. All shall be elected from the Board of Directors. The officers shall hold office for a period of one (1) year and until their successors are elected and qualified. No person shall hold the same office for more than three (3) consecutive full terms of one (1) year each. The offices of President and Secretary/Treasurer shall not be held by one (1) person at the same time. An officer must be a member of the Board of Directors of the Organization.

SECTION 2. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the Board for the unexpired term of such office.

SECTION 3. Resignation or Removal of Officers. An Officer of the Organization may resign at any time by tendering his or her resignation in writing to the President or the Vice-President. The resignation shall become effective immediately upon receipt. An Officer of the Organization may be removed at any time by the Board of Directors by a vote of not less than a majority of the whole number of Directors at any meeting of the Board, whenever the Board, in its judgment, believes such removal is in the best interest of the Organization.

Should the President be removed or resign, the Vice President will immediately assume the role of President for the remainder of the term. The Board of Directors will then elect a new Vice President for the remainder of the term. Should any other executive officer be removed or resign, the Board will elect a new officer for the remainder of the term.

SECTION 4. Duties of Officers.

- i. **President.** The President shall:
 - a. Preside and give notice of all meeting of the members and Directors of the Organization;
 - b. Subject to the control of the Board of Directors, have general supervision of the affairs and business of the Organization;
 - c. Sign and execute all documents and instruments in the name of the Organization when authorized to do so by the Board of Directors;

d. Perform such other duties as may be assigned from time to time by the Board of Directors.

ii. **Vice-President.**

The Vice-President shall discharge the duties of the President in the event of his or her absence or disability and shall perform such duties as may be prescribed from time to time by the Board of Directors.

i. **Secretary**

The Secretary shall keep true minutes of all meetings of the members and Board Directors and shall discharge such other duties as may be assigned from time to time by the President or the Board of Directors. The Secretary shall also keep all records for the organization until such duties are delegated to an Executive Director.

ii. **Treasurer**

The Treasurer shall keep account of all monies, credits, and property of the Organization and shall keep an accurate account of all monies received and expended and shall have custody of all funds and securities of the Organization. He or she shall deposit such funds and securities in such financial institutions as the Board of Directors shall designate. He or she shall submit a report of the accounts and the financial condition of the Organization at each regular and annual meeting or as otherwise may be determined by the Board of Directors.

iii. **Past President**

The role of Past President shall serve the purpose of tie-breaker and wise advisor in Executive Committee.

ARTICLE VI
EXECUTIVE DIRECTOR

SECTION 1. Executive Director. An Executive Director may be appointed and employed by the Board of Directors and shall be responsible for the general direction of the affairs and operation of the Organization in accordance with policies adopted by the Board until such time, the Board of Directors assumes all responsibilities of the Executive Director. He or she shall keep the records of the Organization, the Board of Directors, and of the committees. He

or she shall supervise the paid staff of the Organization and shall be an ex officio member of all committees. He/she shall not be a member of the Board of Directors.

ARTICLE VII **COMMITTEES**

SECTION 1. Introduction. In the conduct of its business, the Board of Directors will generally function as a committee of the whole. In accordance with other provisions of these By-Laws, however, the Board may create standing committees and ad hoc committees. At least two (2) board members must be appointed to serve on every committee and the chair of each committee shall be a board member. The chair of each committee shall administer the affairs of the committee to which they are assigned, under the direction of the Board President and subject to the control of the Board of Directors.

The Board of Directors and the Board President shall from time to time establish the duties and responsibilities of each standing committee that is not inconsistent with these By-Laws.

To the extent specified by the Board of Directors or in Articles of Incorporation or Bylaws, a committee may exercise the authority of the Board of Directors. Notwithstanding the preceding a committee may not do the following:

- i. Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on a committee.
- ii. Adopt, amend, or repeal Articles of Incorporation or By-Laws.

The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct required under Indiana law.

SECTION 2. Ad Hoc Committees. Special, time-limited Ad Hoc Committees may be designated by the Board of Directors to fulfill specific purposes. At the time the Ad Hoc Committee is designated, its purpose and objectives will be specified in writing and the time lines for completion of its task described. The creation of the committee and the appointment of members to the committee must be approved by a majority of all the Directors in office when the action is taken. At least two (2) board members must be appointed to serve on any committee.

SECTION 3. Executive Committee. While the number of board members remains less than ten, there shall be no need of a distinct Executive Committee. Rather, the whole Board will assume the specific functions of an Executive Committee.

The primary functions of the Executive Committee shall include:

- i. Annual evaluation of the Executive Director's performance and execution of contract terms with regard to duration and compensation;
- ii. Review and action on contracts, leases, legal documents, and actions;
- iii. Serve as the Nominating Committee for the filling of board vacancies and appointing new members to the board;
- iv. Nominate board members for election as board officers, and,
- v. Such other items as may require action during the intervals between meetings of the Board.

When executing its responsibilities in filling board vacancies and acting as the Nominating Committee, the Executive Committee shall:

- i. Assess the current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider to accomplish future work of the board.
- ii. Develop a profile of the board as it should evolve over time.
- iii. Identify potential board member candidates and explore their interest and availability for board service.
- iv. Nominate individuals to be elected as members of the board.
- v. Contact each board member eligible for re-election to assess his or her interest in continuing board membership and work with each board member to identify what he or she might be able to contribute to the organization.
- vi. Seek input from current board members in identifying potential board member candidates.

SECTION 4. Finance/Audit Committee. Upon Incorporation of the organization, the Finance/Audit Committee shall be composed of not fewer than two (2) Directors appointed by the Board of Directors and the Treasurer. The primary functions of the Finance/Audit Committee shall include:

- i. Recommendation of policies related to fiscal operations for Board action; and
- ii. Overseeing the annual audit.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification.

i. The Organization shall indemnify each member of the Board of Directors, and each officer of the Organization now or hereafter serving as such, who was or is a party, or is threatened to be a party, to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director or Officer or are or were serving at the request of the Organization as a Director or Officer of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such claim, action, suit, or proceeding, including any appeal thereof, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Organization, and with respect to any criminal action or proceeding when they had no reasonable cause to believe their act was unlawful. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment or settlement (with or without court approval), or conviction or upon plea of guilty or of no contest, or its equivalent, shall not create a presumption that a Director or Officer did not meet the standards of conduct set forth in the preceding sentence.

ii. Determination.

a. To the extent that a Director or Officer has been successful on their merits or otherwise in defense of any claim, action, suit or proceeding referred to in subparagraph (a) of this Section 1, or in defense of any claim, issue or matter therein, they shall be indemnified against all expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith.

b. To the extent that a Director or Officer has not been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in subparagraph (a) of this Section 1, or in defense of any claim, issue or matter therein, indemnification (unless ordered by the court) shall be made at the discretion of the Organization and only upon a determination that indemnification of the Director or Officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in said subparagraph (a). Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding; or (2) if such quorum is not attainable, or even if attainable, a quorum of disinterested Directors so directs, by independent legal counsel (who may be regular counsel of the Organization) in a written opinion.

c. As authorized by the Board of Directors, expenses incurred by any person who may have a right of indemnification under this Section 1 in defending a civil or criminal claim, action, suit or proceeding may be paid by the Organization in advance of the final disposition of such claim, action, suit or proceeding, or where appropriate the Organization may, itself, undertake the defense of such claim, action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Organization pursuant to this Section.

d. The indemnification provided in this Section for Directors and Officers shall be deemed exclusive of any other rights to which any of them may be entitled, under any bylaw, agreement, vote of the disinterested Directors, as a matter of law or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a Director or Officer and shall inure to administrators of any such person.

e. In addition to the indemnification which shall be provided by the Organization to its Directors and Officers as hereinbefore provided in this Section 1, the Organization may, if authorized by action of the Board of Directors, indemnify an agent or employee of the Organization to the same extent and under the same circumstances as such indemnification is assured to the Directors and Officers of the Organization under this Section 1.

SECTION 2. Insurance. The Organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Organization would have the power to indemnify them against such liability under the provisions of Section 1 of this Article VIII or otherwise under the laws of the State of Indiana.

ARTICLE IX **DISSOLUTION OF THE ORGANIZATION**

SECTION 1. Dissolution of the Organization. In the event of the dissolution of the Organization, any assets of the Organization remaining after payment of all debts of the Organization, shall be disposed of in such a manner or to such organizations or organization organized and operated for educational, scientific, and charitable purposes which has substantially the same purposes as this Organization and which shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 Organization 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 X
BOND

SECTION 1. Bond. Such officers, agents and employees of the Organization, as the Board of Directors may require, shall be bonded for faithful performance of their respective duties, in such amounts and with such surety as may from time to time be fixed and determined by the Board. The premium on such bond shall be paid by the Organization.

ARTICLE XI
FISCAL YEAR

SECTION 1. Fiscal Year. The fiscal year of the Organization shall be from January 1 to December 31.

ARTICLE XII
PROHIBITED ACTIVITIES

The Organization is organized exclusively for charitable purposes as a nonprofit Organization, and its activities shall be conducted for the foregoing purposes in such manner that no part of its net earnings will inure to the benefit of any member, Director, Officer or individual, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein. No substantial part of these activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Organization shall not carry on any other activities not permitted to be carried on:

- i. By an Organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or
- ii. By an Organization contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Generally, Democratic Rules of Order (Seventh Edition) shall govern all proceedings of this Organization not provided for in these Bylaws, the Articles of Incorporation, or the Indiana General Nonprofit Organization Act.

ARTICLE XIV
STANDARD OF CARE

A Director shall, based on the facts then known to the Director, discharge duties as a Director, including the Director's duties as a member of a committee, as follows:

- i. In good faith.
- ii. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- iii. In a manner the Director reasonably believes to be in the best interests of the Organization.

In discharge the Director's duties, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared by one (1) of the following:

- i. An Officer or employee of the Organization whom the Director reasonably believes to be reliable and competent in the matters presented.
- ii. Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence.
- iii. A committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director has knowledge concerning a matter in question that makes reliance otherwise permitted above unwarranted.

A Director is not liable for an action taken as a Director, or failure to take an action, unless the following conditions exist:

- i. The Director has breached or failed to perform the duties of the Director's office in compliance with this article.

ii. The breach or failure to perform constitutes willful misconduct or recklessness.

A Director is not considered to be a trustee with respect to the Organization or with respect to any property held or administered by the Organization, including property that may be subject to restrictions imposed by the donor or transferor of the property.

ARTICLE XV
AMENDMENTS TO BYLAWS AND REVIEW

SECTION 1. Amendments to Bylaws. These bylaws may be modified, altered, amended or repealed by a majority vote of the Directors present at any regular or special meeting of the Board of Directors provided that the Directors have been notified in writing of the meeting and are provided in writing the text of any proposed amendments at least ten (10) days prior to the date of the meeting. Amendments may be proposed by any member of the Board of Directors by submission of a written proposal to the Secretary/Treasurer of the Board.

SECTION 2. Review of Bylaws. The Board shall review these bylaws at least every two years. A record denoting the date of the review shall be attached to the bylaws as an addendum.

This is a true and correct copy of the Amended and Restated Bylaws of Mill Race Theatre Company as approved by the Board of Directors on February 11, 2016.

Attested by:

Chanda Welsh - Secretary