**Bylaws of**

**The Middleton Theater**

(Adopted January 13, 2010)

Article I - Name

The name of this organization shall be The Middleton Theater.

Article II - Purpose

The purpose of The Middleton Theater is to enhance the quality of life in Middleton, Washington by providing quality theater experiences for the residents of Middleton, Washington and other areas in the State of Washington and providing for the training and education of actors, directors and others involved in theater productions and by providing an opportunity to demonstrate and improve their skills by participating in theatrical productions.

Article III - Membership

Section 1. The Middleton Theater is a non-membership Organization and shall not have any members.

Article IV - Officers

Section 1. Officers. The officers of the Corporation shall be the President, the Vice President, the Secretary and the Treasurer. The officers shall be elected by the Board of Directors from among the current Board Members. The Offices of Secretary and Treasurer may be held by the same person.

Section 2. The President shall be the chief executive officer of the Corporation and shall exercise the powers normally associated with such position. The President shall serve as the Chair of the Board of Directors and preside at all meetings of the Board.

Section 3. The Vice President shall act as President in the absence or disability of the President.

Section 4. The Secretary shall keep records of the proceedings of the Board. The Secretary shall also keep the archival records of the Corporation.

Section 5. The Treasurer shall have care and custody of all funds of the Corporation and shall cause financial reports to be prepared as required by the Board of Directors.

Section 6. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors from individuals nominated by the President. Individuals so elected shall serve the unexpired portion of the term.

Article V - Meetings of the Board

Section 1. The Annual Meeting of the Board of Directors shall be held during the month of September at such time and place established by the Board of Directors. Election of Directors to the Board of Directors shall occur at the Annual Meeting. Those elected to the Board of Directors shall take their place on the Board at the completion of the Annual Meeting.

Article VI - Board of Directors

Section 1. The affairs of the corporation shall be directed by a Board of Directors consisting of five (5) members. The Directors shall be selected from those actively involved in the theater in Middleton, Washington as evidenced by having their name listed in the program of any theatrical production in any position within the past two years. Only those who are natural persons may serve on the Board of Directors.

Section 2. All members of the Board of Directors must be residents of Middleton, Washington at the time of their nomination and election and for the duration of their terms of office. In addition, each Board Member must participate in a theater production at least one time during their term to be eligible for reelection.

Section 3. All Directors shall be elected for three-year terms except for the initial Board of Directors who shall serve staggered terms. The five initial directors shall determine the length of their term by lottery with two directors serving a one-year term, two directors serving a two-year term and one director serving a three-year term.

Article VII - Meetings of the Board of Directors

Section 1. The Board of Directors shall meet at least annually for the purposes of electing Officers and for the transaction of such other business as may come before the meeting. Any Director who misses more than two meetings in a row, without good cause shown, shall be removed from the Board of Directors. Meetings by telephone conference call are permitted.

Section 2. The meetings of the Board of Directors shall be held in Middleton, Washington, or at such other place as the Board of Directors, upon a majority vote, shall find to be convenient.

Section 3. Notice of meetings shall be given in person, by phone, or by mail as the need dictates. A message left on a Director's telephone answering machine is deemed sufficient notice.

Section 4. A quorum consisting of a majority of the Directors is necessary for the transaction of any business which comes before the Board of Directors at any meeting.

Article VIII - Nominations, Elections and Voting

Section 1. Not later than 45 days before the Annual Meeting the Board of Directors shall appoint a Committee on Nominations consisting of three persons of which two persons shall be residents of Middleton, Washington who are not currently serving on the Board of Directors. The remaining member of the Committee on Nominations shall be a current Board member whose term is not expiring. The Committee on Nominations shall submit a list of candidates not less than 15 days before the meeting. There is no requirement that more than one person be nominated for each vacant seat.

Section 2. The Board shall elect Directors from the list submitted by the Committee on Nominations at the Annual Meeting. Each existing Director shall cast as many votes as there are terms that are expiring. Directors shall run at large and be elected by plurality.

Section 3. All voting by the Directors shall be in person. Proxies are not permitted.

Article IX - Indemnification

Section 1. Each person who, as an officer or director of the Corporation, is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that he or she is or was a director or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Washington law as the same exists or may hereafter be amended, against all expense, liability and loss, including but not limited to attorneys fees, judgments, fines, taxes or penalties, or amounts paid in settlement reasonably incurred or suffered by such indemnities in connection therewith, and such indemnification shall continue as to indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's estate, heirs and personal representatives.

Section 2. No person serving as a director or officer shall be indemnified by the Corporation in any instance in which he or she shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of law or from or on account of any transaction with respect to which it was determined that such director or officer personally received a benefit in money, property or services to which the director or officer was not legally entitled.

Article X - Administrative and Financial Provisions

Section 1. The Corporation shall operate on a fiscal year beginning January 1st and ending December 31st.

Section 2. The Corporation shall keep complete records of accounts and minutes of all meetings of the Board of Directors. The minutes of all meetings shall be available for inspection by anyone at any reasonable time.

Section 3. No loans shall be made by the Corporation to any Director or Officer of the Corporation. No part of the net earnings of the organization shall inure to the benefit of its directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the express purposes of the organization

Article XI - Amendment of these bylaws

Section 1. These Bylaws may be amended by a vote of two-thirds of the Board of Directors at any meeting of the Board of Directors where the proposed amendment was included in the notice of the meeting.

Article XII - Dissolution

Section 1. In the event that the Board of Directors determines for any reason to dissolve the Corporation, any residual assets, after provision for paying all obligations, shall be transferred to a 501 (C)(3) organization such as Nearby Large Theater or a similar or successor organization.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned, President of the Corporation known as "The Middleton Theater" does certify that the above and foregoing Bylaws were duly adopted by the Directors of said Corporation on the Thirteenth day of the month of January in the year Two Thousand, and that they now constitute the Bylaws of said Corporation.

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

John Doe, President