

CORPORATE BYLAWS
of the
COLORADO THEATRE PRODUCERS GUILD
D/B/A COLORADO THEATRE GUILD
(A Colorado Nonprofit Corporation)

PREAMBLE

Recognizing the need to establish a non-profit corporation to promote, solicit, and encourage contributions, which shall be devoted to the public use in the establishment and development of Colorado Theatre Producers Guild, we the directors and members of the Colorado Theatre Producers Guild adopt the following Bylaws:

ARTICLE I
CORPORATE IDENTIFICATION

Section A. Name. The name of the corporation shall be COLORADO THEATRE PRODUCERS GUILD (as per article I of the Articles of Incorporation).

Section B. Registered Office and Agent. The address and registered office of the Corporation shall be 1312 S. Magnolia St., Denver, CO 80224. The name of the registered agent is Steve Wilson.

Section C. Trade Name. The trade name of the corporation shall be COLORADO THEATRE GUILD.

ARTICLE II
MISSION AND NONPROFIT PURPOSES

Section A. Vision for the Colorado Theatre Guild. We envision a thriving live theatre community in Colorado, where artists, theatres and patrons are empowered to connect with one another, share resources, create and benefit from increased opportunity, and support each other's successes and endeavors.

Section B. Mission for the Colorado Theatre Guild. The Colorado Theatre Guild encourages growth and excellence in live theatre in Colorado by creating connections within the theatre community and providing supporting programs and services in education, advocacy and promotion to patrons, producers and artists.

Section C. Organizational Values.

<i>Inclusiveness</i>	<i>where the full range of theatres, artists and patrons have a place at the table.</i>
<i>Diversity</i>	<i>where everyone is welcome and belongs in the Colorado theatre community.</i>
<i>Community</i>	<i>where the bond between patrons, producers and artists is viewed as being interdependent, generative and supportive.</i>
<i>Collaboration</i>	<i>where a vibrant community is maintained through continual partnership, interaction, flow of ideas and resources, and work together.</i>
<i>Celebration</i>	<i>where the achievements, contributions, and friendships of members of the community are highlighted and appreciated.</i>
<i>Excellence</i>	<i>where quality theatre is aspired to, empowered and recognized.</i>
<i>Artistry</i>	<i>where unique expression, imagination and ability are supported and promoted.</i>

<i>Progressiveness</i>	<i>where an eye is kept on the future of live theatre.</i>
<i>Professionalism</i>	<i>where we operate as an organization with integrity and accountability.</i>

Section D. IRC Section 501 (c) (3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III
BOARD OF DIRECTORS**

Section A. Purpose, Powers and Duties. Subject to the limitations of the Colorado Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws, the Board of Directors has all powers set forth for directors in the Colorado Nonprofit Corporation Act including the general power to: 1) control the affairs, funds, and property of the Corporation; and 2) disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purposes; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The Board of Directors may further delegate authority to committees or individuals, as it deems necessary for the carrying out of the purposes and business of the Corporation.

Section B. Number of Directors. The Board shall consist of not less than five nor more than twenty-five members.

Section C. Election and Term of Office. The first Board of Directors shall consist of the three or more directors named at the initial meeting of the incorporators. Thereafter, the directors shall be elected at any other meeting of the Board of Directors by majority vote of all directors then serving in office. All directors shall hold office until their respective successors are elected. Directors shall be elected to office for a term of three years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. The elected directors shall be divided in to three classes to provide for the election of approximately one-third of the elected directors at each annual meeting.

Section D. Resignation and Removal of Directors. Any director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Such resignation shall effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, by a two-thirds (2/3) vote of all directors then serving in office.

Section E. Non-Discrimination. This policy states Colorado Theatre Guild's position on discrimination. This policy applies to all Colorado Theatre Guild employees, volunteers, members, clients and contractors. The Colorado Theatre Guild follows an equal opportunity employment policy and employs personnel without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations and marital status. This policy applies to internal promotions, training, opportunities for advancement, terminations, outside vendors, members and customers, service clients, use of contractors and consultants and dealings with the general public.

Section F. Vacancies. Vacancies in the Board, however arising, shall be filled at any regular meeting or a special meeting of the Board called for that purpose by a majority vote of all remaining directors in office regardless of any quorum requirements. Persons shall be nominated for directorship by any director, and the list of any such nominees shall be included with the notice of the meeting at which election is proposed. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by an increase in the number of directors may be filled for a term of office continuing only until the next election of directors.

ARTICLE IV MEETINGS

Section A. Annual Meetings. There will be one annual meeting per year for the purpose of electing officers and transacting other business as may come before the meeting. At least ten (10) days notice will be given to all directors prior to this meeting. All meetings will be conducted pursuant to the Bylaws and Robert's Rules of Order.

Section B. Regular Meetings. The Board of Directors shall hold regular business Meetings, as necessary. All meetings will be conducted pursuant to the Bylaws and Robert's Rules of Order.

Section C. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Vice President of the Board of Directors or shall be called at the request of any three directors of the Board. Written notice of special meetings shall be sent to each director to the last known place of business or residence of each director not less than four (4) days prior to the date of such meeting or by telephone or fax not less than two (2) days prior to the date of such meeting.

Section D. Conduct of Meetings. Board Meetings shall be presided over by the President of the Board, or in his or her absence, by the Vice President of the Board or, in the absence of all of these persons, by a Chairperson chosen by a majority of the directors, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. All board meetings will be conducted pursuant to the Bylaws and Robert's Rules of Order.

Section E. Quorum. A majority of the Board of Directors shall constitute a quorum for transacting business at any meeting of the Board or fifty percent of the Board shall constitute a quorum in the event there is an even number on the Board. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided. In the absence of a quorum, a majority of the directors present, may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained.

Section F. Voting. At any meeting of the directors, every director present in person at such meeting shall be entitled to one vote, and except as otherwise provided for in these Bylaws, the act of a majority of the directors present in person at any meeting at which a quorum is present shall be the act of the directors. Polling of directors before any vote is allowed. For purposes of these Bylaws, attendance by telephone constitutes "present in person" at any meeting. Voting by proxy is allowed.

Section G. Compensation. Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement and reimbursement of approved expenses incurred in the performance of their duties.

ARTICLE V OFFICERS

Section A. Principal Officers: The principal officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer. The President shall be elected from among the directors then serving in office by reason of their election to the Board of Directors pursuant to Article IV, Section C. No Director under contract to the Guild to perform specialized services for payment as set forth in Article IV, Section G, shall be permitted to also serve simultaneously as an Officer of the Guild. Should a Director choose to perform such services under contract to the Guild during the time s/he holds an office for the Guild, s/he shall submit a resignation from that office effective concurrently with the commencement of the contract duties.

Section B. Election and Term of Office. The officers of the Corporation shall normally be elected at the annual meeting of the Board of Directors, but may be elected at any meeting of the Board of Directors at which a quorum is present, by a vote of the majority of the directors present in person at the meeting. The directors shall prepare a list of nominations for officer positions, and such list shall be mailed to each director then serving, along with the notice of said meeting. An officer shall be elected to serve a two-year

term and shall hold office until his or her successor the President, Vice President, Treasurer and Secretary.

Section C. Removal of Officers. Any officer may be removed, with or without cause, at any time at any board meeting at which a quorum is present by the vote of two-thirds (2/3) of directors present.

Section D. Vacancies. Vacancies among the officers, however arising, shall be filled by a majority vote of the directors present at a regular or special meeting of the Board at which a quorum is present. The list of nominations for officer positions shall be included with the notice of the meeting at which election is proposed.

Section E. President. The President shall preside at all meetings of the Board of Directors and generally do and perform all acts incidental to the office of Chairperson, and shall have additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these Bylaws, the President shall be an ex officio voting member of each Board committee.

Section F. Vice President. In the absence (or inability to act) of the President, the Vice President shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and shall have other powers and perform such other duties as may from time to time be designated by the President or by the Board.

Section G. The Treasurer. The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of assets, liabilities, and transactions of the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks, trust companies, or their depositories as may be designated from time to time by the Board. He or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President of the Board.

Section H. The Secretary. The Secretary shall act as secretary of, and keep the minutes of all meetings of the Board in one or more books provided for that purpose and shall see that minutes of meetings are distributed promptly to all members of the Board. He or she shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall be the custodian of the seal of the Corporation and shall affix and attest the seal to any and all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board. He or she shall have charge of the books, records, and papers of the Corporation relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform all the duties incident to the office of Secretary and other such duties as may from time to time be assigned to him or her by the President of the Board.

ARTICLE VI RECORDS

Section A. Records. The corporation shall keep accurate and complete books and records and shall keep minutes of the proceedings of its Board of Directors and memoranda of the activities of committees having any authority from the Board of Directors, and shall keep at the principal office a record of the names and addresses of the members entitled to vote. All books and records may be inspected by any director or his/her agent for any proper purpose at any reasonable time.

ARTICLE VII COMMITTEES

Section A. Executive Committee. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of Board officers (President, Vice President, Secretary and

Treasurer) and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section B. Other Committees. The Board of Directors or the President may appoint such standing committees as will serve the interest of the corporation. The Chairperson for each standing committee shall be elected by a majority of committee members present at the time of the first scheduled meeting of that committee every year for a one year term. Each Committee Chairperson may be revoked by a majority vote of the Board of Directors. The Rules and Bylaws of the Colorado Theatre Producers Guild will apply, where applicable, to committee meeting. The President shall create and appoint members of *ad hoc* committees as deemed necessary and desirable by the Board of Directors.

Section C. Committee Meetings. A majority of the members serving on a committee constitutes a quorum for the meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee.

ARTICLE VIII INDEMNIFICATION AND LIMITATION ON LIABILITY

Section A. Indemnification. Every person who is or shall be or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as director or officer. Costs and expenses or actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement. No person who is or shall be a director of the Corporation and his or her personal representatives shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except that this provision shall not eliminate or limit the liability of a director to the Corporation or its members or monetary damages for: any breach of the director's duty of loyalty; acts or omissions not in good faith; knowing violations of the law; improper acts specified in C.R.S. § 7-24-111; or any transaction from which the director derived an improper benefit.

Section B. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent against any liability asserted against them and incurred by them in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify them against such liability hereunder or otherwise.

ARTICLE IX MISCELLANEOUS

Section A. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section B. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and this authority may be general or confined to specific instances.

Section C. Checks. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to sign all checks, drafts, or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the corporation.

Section D. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section E. Gifts. The Board of Directors may accept on behalf of the corporation any gift, bequest, or device for the general purpose or for any special purpose for the corporation, within the provisions as provided by law.

ARTICLE X AMENDMENTS

Section A. Amendments. These Bylaws may be amended or repealed in whole or in part at any duly organized meeting of the members of the Corporation by a two-thirds (2/3) vote of the members present in person. Any proposal to amend these Bylaws shall be included with the notice of the meeting at which the amendment is proposed.

ARTICLE XI DISSOLUTION

Section A. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as at that time shall 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).

MEMBERSHIP PROVISIONS OF THE BYLAWS of the COLORADO THEATRE PRODUCERS GUILD D/B/A COLORADO THEATRE GUILD

ARTICLE XII MEMBERS

Section A. Determination And Rights of Members. The corporation shall have three classes of members:

- (1) Organizational Members with voting rights shall be designated "**Organizational Members**".
- (2) Individual Members with voting rights shall be designated "**Individual Members**".
- (3) Student Members with voting rights shall be designated "**Student Members**".

All classes of membership are considered "Full Members" of the corporation. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section B. Qualifications of Members . The qualification for membership in the corporation shall be as follows:

(1) Any corporate or individual entity producing or planning to produce one or more live theatre productions for the entertainment and/or enlightenment of audience patrons in Colorado in the last twelve months may qualify for an Organizational Membership.

(2) Any person interested or involved in theatre in Colorado may qualify as an Individual Member of this Corporation.

(3) Any person who is currently attending high school, college or an accredited educational institution may qualify as a student member.

Section C. Non-Discrimination. The corporation does not discriminate against members on the basis of gender, race, color, religion, age, sexual orientation, disability or national or ethnic origin.

Section D. Admission of Members. Applicants shall be admitted to membership at any regular or special meeting of the members.

Section E. Fees And Dues. The corporation has the right to levy fees and dues. Dues are applicable to the current fiscal year.

Section F. Number of Members. There is no limit on the number of members the corporation may admit.

Section G. Membership Book. The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section H. Nonliability of Members. Any member (organizational, individual or student) of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section I. Nontransferability of Memberships. No member (organizational, individual or student) may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section J. Termination of Membership. The membership of any member (organizational, individual or student) shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. All rights of any member (organizational, individual or student) in the corporation shall cease on termination of membership as herein provided.

ARTICLE XIII MEETINGS OF MEMBERS

Section A. Annual Meetings. An annual meeting of members shall be held once per year, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each full member shall cast one vote, with voting being by ballot only.

Section B. Regular Meetings. Members shall hold regular Meetings, normally once per month, or as deemed necessary.

Section C. Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section D. Notice of Annual Meeting. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section E. Majority Action as Membership Action. Every act or decision done or made by a majority of the full members present in person or by proxy at a duly held meeting, is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section F. Voting Rights. Each full member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings may be by voice vote. Election of Directors, however, shall be by written ballot.

Section G. Corporate Powers of Full Membership. Subject to the limitations of the Colorado Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws, full members, shall generally have the following powers:

- (1) Election and removal of Board Directors;
- (2) Amendment of the Articles of Incorporation or Bylaws;
- (3) Approval of merger or consolidation with another corporation;
- (4) Election to wind up or dissolve the corporation;
- (5) Sale of corporate assets; and
- (6) Approval of a transaction involving an interested director or officer.

Section H. Conduct of Meetings. Meetings of members shall be presided over by the President of the Board, or in his or her absence, by the Vice President of the Board or, in the absence of all of these persons, by a Chairperson chosen by a majority of the full members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. All member meetings will be conducted pursuant to the Bylaws and Robert's Rules of Order.
Revised: February 3, 2011

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