

MASHUP ROCK & ROLL MUSICAL BYLAWS

Accepted Date: June 24, 2020

ARTICLE I PURPOSES

I.1 CORPORATION PURPOSE

The corporation exists for the purposes stated in the Articles of Incorporation.

I.2 MISSION STATEMENT

To bring a unique and irreverent rock & roll theatre experience to Northern Michigan, while challenging both ourselves and our audiences to move outside our own perspectives. We produce new works that remix popular culture not just to entertain, but to celebrate and question the society we live in, with stories that promote inclusion and tolerance.

I.3 501(c)(3) ELIGIBILITY

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II MEMBERS

II.1 NUMBER

The Corporation shall have one class of Members, consisting of the Initial Incorporators and such other persons as the Members admit to Membership.

II.2 REQUIREMENTS FOR MEMBERSHIP

The Members may establish any additional criteria for Membership. No person shall become a Member unless approved by a majority of the Members. Such approval may be denied for any reason deemed sufficient by the Members even though the applicant may meet the stated criteria for Membership.

II.3 REGULAR MEETINGS

Meetings shall be held as determined by the Members.

II.4 ANNUAL MEETINGS

The annual meeting of the Members shall be held in March, April, or May of each year at the principal office of the Corporation or upon ten days notice to the Members at such other time or place as the Members shall determine.

II.5 SPECIAL MEETINGS

Special meetings of the entire Membership may be called by the Board or at the written request of 10% of the Membership. At least five days written notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate.

II.6 QUORUM

A majority of all Members shall constitute a quorum for the transaction of business at meetings of the Membership. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

II.7 VOTING

Each member shall be entitled to one vote, in person, by ballot, by mail or by proxy in accord with Section 2.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the Articles of Incorporation or Bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or electronic mail if determined by the Members and a means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Corporation, the sole Member may act by written statement of the action, which shall be filed with the Secretary. The acts of a majority of the Members voting shall be deemed to be the acts of the Members.

II.8 VOTING BY PROXY

Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Member granting the proxy, and must be filed with the Secretary of the Corporation. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

II.9 UNANIMOUS CONSENT OF MEMBERS IN LIEU OF A MEETING

Any action which may be taken at a meeting of Members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary of the Corporation.

II.10 EXPULSION FROM MEMBERSHIP

Any Member may be expelled from Membership, except an Initial Incorporator who may not be expelled, with or without the assignment of any cause, upon a majority vote of all Members present at a duly convened meeting of the Members, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

II.11 HONORARY TITLES

The Board may create such additional classes of “membership”, such as contributing members or honorary members, as they see fit, but such person shall not have the rights of Members under the Michigan Non-Profit Corporation Act, Public Act 162 of 1982 (the “Act”). Nor shall these additional classes of “membership” retain any of the rights assigned to the Membership under this Article of the Bylaws.

ARTICLE III DIRECTORS

III.1 POWERS

The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws, or a resolution duly adopted by the Board.

III.2 QUALIFICATIONS OF DIRECTORS

Each Director shall be an individual of at least 18 years of age, who need not be a resident of Michigan.

III.3 NUMBER, ELECTION, AND TERM

The Board of Directors shall consist of not fewer than three (3) nor more than nine (9) persons, as may be determined from time to time by the Members. Directors shall be chosen annually by ballot of the Members at the annual meeting of the Members and shall serve for terms of 1 year and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

III.4 REMOVAL

Any Director may be removed from office, except an Initial Incorporator who may not be removed, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting (unless the action is taken by the Members), but no formal hearing procedure need be followed.

III.5 QUORUM

A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

III.6 VOTE

Every Director shall be entitled to one vote on each applicable issue being voted upon.

III.7 UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF MEETING

Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

III.8 ANNUAL MEETING

The annual meeting of the Board shall be held promptly after the annual meeting of the Members.

III.9 REGULAR MEETINGS

Regular meetings of the Board shall be held as determined by the Board.

III.10 SPECIAL MEETINGS

Special meetings of the Board may be called by the Members, the President, or by majority of the Board at any time. At least five days notice stating the time, place, and purpose of any special meeting shall be given to the members of the Board.

III.11 TELECONFERENCE MEETINGS

Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone, the Internet, or similar communications equipment by which all persons participating in the meeting can communicate effectively in near real time.

ARTICLE IV OFFICERS

IV.1 POSITIONS, ELECTION, AND TERM

The officers of the Corporation shall include a President, optionally one or more Vice Presidents, a Secretary, and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of one year and until their successors are elected and qualified. The Directors may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

IV.2 CONSECUTIVE TERM

Officers may be elected for consecutive terms.

IV.3 DUTIES

The duties of the officers shall include the following:

- (1) The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise the business of the Corporation; and has authority to execute documents on behalf of the Corporation.
- (2) A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe.
- (3) The Secretary shall ensure that minutes are prepared and maintained for all meetings of the Board and the Members; shall ensure that the appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board.
- (4) The Treasurer shall ensure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the

Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board.

IV.4 REMOVAL OF OFFICERS

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE V COMMITTEES

V.1 ESTABLISHMENT

The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (1) The filling of vacancies on the Board.
- (2) The adoption, amendment, or repeal of the Bylaws.
- (3) The amendment or repeal of any resolution of the Board.
- (4) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (5) Recommend to the members the sale, lease, or exchange of all or substantially all of the corporation's property and assets.
- (6) Recommend to the members a dissolution of the corporation or a revocation of a dissolution.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

V.2 APPOINTMENTS TO COMMITTEES

Unless otherwise determined by the Board or set out in these Bylaws, the Board shall have the power to appoint and remove members and chairs of all committees.

V.3 CREATION AND COMPOSITION OF ADVISORY BOARDS

The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board.

ARTICLE VI RESIGNATION AND VACANCIES

VI.1 RESIGNATIONS

Any Member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

VI.2 FILLING VACANCIES

- (1) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Members may choose a person or persons who may serve as a Director for the remainder of the applicable term.
- (2) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.
- (3) If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Corporation or may amend the Bylaws to eliminate Membership.

ARTICLE VII MEETINGS AND NOTICE

VII.1 PLACE OF MEETINGS

Meetings may be held at such place within or without Michigan as the Board may from time to time determine.

VII.2 NOTICE

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy of thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the case of facsimile or electronic mail when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

VII.3 WAIVER OF NOTICE

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

VII.4 ELECTRONIC MAIL

Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE VIII LIABILITY AND INDEMNIFICATION

VIII.1 GENERAL RULE

A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- (1) The director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Act, and any amendments and successor acts thereto; and
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for payment of taxes pursuant to local, state or federal law.

VIII.2 INDEMNIFICATION

The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by the reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim or by in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

VIII.3 PROCEDURE

Unless ordered by a court, any indemnification under Section 8.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;
- (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

(3) by the Members.

VIII.4 ADVANCEMENT OF EXPENSES

The Corporation shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

VIII.5 CONTINUING RIGHT TO INDEMNIFICATION

The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

VIII.6 OTHER RIGHTS

This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE IX AMENDMENTS

IX.1 ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at a duly convened meeting of Members after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporators so long as the Initial Incorporators are Members of the Corporation.

IX.2 BYLAWS

The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporators so long as the Initial Incorporators are Members of the Corporation.

ARTICLE X FISCAL POLICY

X.1 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

X.2 FISCAL PRACTICES

No corporate documents (including agreements, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any person unless authorized by the Board, these bylaws, or a policy or resolution adopted by the Board. Checks issued by the Corporation in an amount over \$50,000 shall require the signature of at least two authorized persons to be valid unless the Board adopts different signature requirements for certain types of expenditures or amounts, in its sole discretion. No person is authorized to sign a check made out to him- or herself.

X.3 BANKING AND FINANCIAL REVIEW

The Corporation will maintain a bank account which shall be overseen by the individuals authorized by the Board, who shall be the only individuals authorized to act on behalf of the Corporation with banking or other financial institutions. On an annual basis, the Board shall have a qualified person or entity prepare a report on the financial activities of the Corporation for the preceding fiscal year and distribute that report to each director at the annual meeting of the Board. The Board may in its discretion require a full audit. The report may be distributed electronically.

ARTICLE XI MISCELLANEOUS

XI.1 POLICIES

The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction. These policies shall not override conflicting provisions within these Bylaws.

XI.2 HEADINGS

In interpreting these Bylaws, the headings of Articles and Sections shall not be controlling.

XI.3 BOND

If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

XI.4 GRANTS AND GIFTS

The Corporation may accept grants and gifts from persons and entities on terms and conditions not inconsistent with the Act, these Bylaws, and the Corporation's policies.