

BYLAWS OF THE STAGE DOOR FOUNDATION

Article I: Name and Purpose

1. The name of the organization shall be The Stage Door Foundation.
2. The MISSION of The Stage Door Foundation is to secure and provide support to creative artists allowing them to focus on the artistic journey by providing access to professional support, subsidized investments, and a supportive network infrastructure that can ignite the innovation of art.
3. The VISION of The Stage Door Foundation is to shape a world where art can be dreamed, developed, and realized without obstacles. At the intersection of tradition and innovation, our vision is to cultivate a performing arts ecosystem that celebrates diversity, inclusivity, and untold stories waiting to be unveiled.

Article II: Membership

1. The organization shall have no members.

Article III: Board of Directors

1. **Composition:** The Board shall consist of 5 directors.
2. **Term:** Directors shall serve a term of 3 years and may be re-elected.
3. **Meetings:** The Board shall meet at least three times per year.
4. **Special Meetings:** Special meetings may be called by the chairman or any two directors. Special Meetings may be called by the Chairman of the Board or by a majority of the Board of Directors with at least 5 calendar days notice.
5. **Quorum:** A quorum shall consist of a majority of Board members.

Article IV: Officers

1. **Officers:** The officers of the Board shall be a Chair, Vice-Chair, Secretary, and Treasurer.
2. **Election and Term:** Officers shall be elected by the Board annually.
3. **Duties:**
 - a. *Chair:* Presides over meetings and has other duties as assigned by the Board.
 - b. *Vice-Chair:* Acts in place of the chair when the chairman is absent.
 - c. *Secretary:* Keeps records of Board actions, minutes of meetings, and ensures corporate records are maintained.

d. *Treasurer*: Responsible for the financial integrity of the organization.

Article V: Chairman of the Board

1. **Permanent Chairman**: Jeff Whiting shall serve as the permanent Chair of the Board.
2. **Removal**: Jeff Whiting cannot be removed from his position unless he voluntarily steps aside.
3. **Veto Power**: Jeff Whiting shall have a veto vote over all matters.
4. **Succession**: Jeff Whiting will choose his replacement should Jeff decide to relinquish his role of Chair of the Board

Article VI: Voting and Voting Requirements

1. **Eligibility to Vote**:
 - a. Only official members of the Board of Directors shall have the right to vote on matters before the Board.
2. **Requirement for Presence**:
 - a. Board members must be present to vote. "Presence" includes attendance in person or participation via electronic communication methods (such as video conferencing or teleconferencing) that allow members to hear each other and participate in real-time.
 - b. The organization shall provide the necessary means for electronic participation in meetings to accommodate board members who cannot be physically present.
3. **No Proxy Voting**:
 - a. Voting by proxy is strictly prohibited. Board members must cast their votes personally.
4. **Quorum**:
 - a. A quorum must be present to hold a vote. A quorum is defined as a majority of the Board members.
 - b. If a quorum is not present at a meeting, no formal action can be taken except to adjourn the meeting to a subsequent date.
5. **Passage of Motions**:
 - a. Decisions of the Board are made by a simple majority of votes of the members present and voting, unless otherwise specified in these bylaws or required by law.

- b. In the case of a tie vote, the Chairman of the Board may cast an additional deciding vote.
- 6. **Voting Procedure:**
 - a. Votes can be taken by voice, by hand, or by electronic means, as deemed appropriate for the situation.
 - b. For matters requiring confidentiality or discretion, a secret ballot may be used.
- 7. **Recording Votes:**
 - a. The results of the vote shall be recorded in the meeting minutes.
 - b. Each member's vote (for, against, or abstain) shall be recorded unless the vote was unanimous.
- 8. **Authority for Closed Sessions:**
 - a. The Board of Directors may hold closed sessions as necessary to discuss confidential or sensitive matters that require privacy. Such matters may include personnel issues, legal matters, confidential financial information, strategic planning, or any other topics deemed sensitive by the Board.
- 9. **Attendance:**
 - a. Attendance at closed sessions shall be limited to official members of the Board of Directors only.
 - b. Non-board members, including staff, consultants, or guests, shall not be present in closed sessions unless their presence is required for a specific portion of the discussion, as determined by the Board.
- 10. **Procedure for Initiating a Closed Session:**
 - a. A closed session can be called by the Chairman of the Board or upon a majority vote of the Board members present at a meeting.
 - b. The motion to enter into a closed session must specify the general nature of the matter to be discussed.
- 11. **Confidentiality:**
 - a. Discussions and deliberations in closed sessions are strictly confidential.
 - b. Board members are required to maintain the confidentiality of all matters discussed in closed sessions, except as otherwise required by law or for the purpose of obtaining professional advice.
- 12. **Minutes and Records:**
 - a. The Secretary of the Board shall take minutes of closed sessions, which shall include the time and place of the meeting, the members present, and the general nature of the matters discussed.

- b. These minutes shall be kept confidential and shall not be included in the regular meeting minutes available to the public or non-board members.

13. Reconvening in Open Session:

- a. Following a closed session, the Board shall reconvene in open session if the meeting is to continue. Any actions required as a result of discussions in the closed session shall be taken in open session, to the extent required by law.

Article VII: Committees

1. The Board may create committees as needed.

Article VIII: Amendments

1. These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors.

Article IX: Fiscal Policies

1. The fiscal year of the corporation shall be January 1 to December 31.
2. An annual budget shall be approved by the Board.

Article X: Dissolution

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article XI: Committees

1. Establishment of Committees:

- a. The Board may create committees as needed. Each committee must have a Board member as part of its membership.

2. **Finance Committee:**
 - a. *Purpose:* To oversee the financial administration, review procedures and financial reporting, advise the Board on financial strategy, and oversee the creation of the organization's financial plans.
 - b. *Membership:* The treasurer is the natural chair of the Finance Committee.
3. **Marketing and Public Relations Committee:**
 - a. *Purpose:* To develop a marketing strategy for the organization, oversee public relations efforts, and enhance the organization's public image.
 - b. *Membership:* Composed of Board members and volunteers from the community with expertise in marketing and public relations.
4. **Nominating Committee:**
 - a. *Purpose:* To lead the process for Board selection, including identifying and evaluating potential candidates.
 - b. *Membership:* Chaired by a Board member and includes at least two other members from the Board or the community.
5. **Executive Committee:**
 - a. *Purpose:* To act on behalf of the Board during the intervals between Board meetings and handle urgent matters requiring immediate attention.
 - b. *Membership:* Comprised of the officers of the Board (Chairman, Vice-Chairman, Secretary, Treasurer) and any additional members the Board may designate.
 - c. *Authority:* The Executive Committee shall have the authority to act on behalf of the Board, within limits set by the Board.
6. **Meetings and Actions of Committees:**
 - a. Committees shall meet as needed to accomplish their objectives and shall report their actions and recommendations to the Board for consideration and approval.
7. **Limitation of Committee Authority:**
 - a. No committee may authorize financial expenditures, amend or repeal bylaws, elect or appoint Board members, or take any other action outside the scope explicitly delegated by the Board.

Article XII: Advisory Board

1. **Establishment:** The Board of Directors may establish an Advisory Board consisting of individuals who can provide valuable advice and support to the organization.

2. **Purpose:** The purpose of the Advisory Board is to offer non-binding strategic advice to the organization. The advisory role is consultative and does not include governance responsibilities or fiduciary duties.
3. **Membership:**
 - a. Members of the Advisory Board shall be appointed by a majority vote of the Board of Directors.
 - b. The Advisory Board may consist of individuals with expertise in areas relevant to the organization's mission and goals, such as industry experts, community leaders, or former Board members.
4. **Term:**
 - a. The term for Advisory Board members shall be determined by the Board of Directors but shall typically be for one year, renewable at the discretion of the Board.
5. **Non-Voting Status:**
 - a. Advisory Board members shall not have voting rights and shall not be considered as part of the quorum for Board of Directors meetings.
6. **Meetings:**
 - a. The Advisory Board shall meet as needed, but not less than once per year.
 - b. Advisory Board meetings can be scheduled to coincide with regular Board meetings, or separately as deemed necessary.
7. **Role and Responsibilities:**
 - a. To provide strategic advice, insights, and recommendations to the Board of Directors based on their expertise and experience.
 - b. To support and amplify the organization's mission and programs within the community and their professional networks.
 - c. To assist in fundraising and resource development for the organization.
8. **Dissolution:**
 - a. The Board of Directors may dissolve the Advisory Board at any time.

Article XIII: Conflict of Interest Policy and Full Disclosure

1. **Purpose:**
 - a. The purpose of the conflict of interest policy is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the organization or might result in a possible excess benefit transaction.

2. **Definitions:**

- a. A conflict of interest occurs when an individual's personal interests interfere, or appear to interfere, with the interests of the organization.

3. **Procedures:**

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of their financial interest to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists:** After disclosure, the interested person shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- c. **Procedures for Addressing the Conflict of Interest:**
 - i. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the Board or committee shall determine whether the organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4. **Records of Proceedings:**

- a. The minutes of the Board and all committees with board-delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed, and the Board's or committee's decision regarding the transaction or arrangement.

5. **Compensation:**

- a. A voting member of the Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to their compensation.

6. **Annual Statements:**

- a. Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement affirming this policy and

acknowledging receipt of the policy, and disclosing any existing financial interests that could give rise to conflicts of interest.

7. Periodic Reviews:

- a. To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

8. Use of Outside Experts:

- a. In conducting the periodic reviews as provided for in Article XII-7, the organization may, but need not, use outside advisors.

Article XIV: Board Member Training and Development

1. Annual Training Requirement:

- a. Each member of the Board of Directors is required to complete annual training provided by the organization. This training is designed to ensure that all board members are aware of and understand the organization's policies, values, and expectations.

2. Training Topics:

- a. The training will cover, but is not limited to, the following key areas:
 - i. **Codes of Conduct:** Familiarization with the organization's code of conduct and the standards expected of board members in their roles.
 - ii. **Sexual Harassment:** Education on recognizing, preventing, and responding to sexual harassment incidents within the organization.
 - iii. **Diversity and Inclusivity:** Training on the importance of diversity and inclusivity within the organization, including strategies to promote an inclusive environment that values different backgrounds and perspectives.

3. Delivery and Content of Training:

- a. The organization shall be responsible for developing or procuring appropriate training materials and sessions.
- b. Training may be delivered in various formats, including in-person sessions, webinars, or online courses, to accommodate the diverse schedules of board members.

4. Record Keeping:

- a. The organization shall maintain records of all training sessions, including attendance and completion status of each board member.
 - b. Board members may be asked to acknowledge in writing that they have completed the training and understand its contents.
5. **Non-Compliance:**
- a. Failure to complete the required annual training may result in a review of the board member's status and potential consequences, as determined appropriate by the Board.
6. **Continuous Education and Development:**
- a. In addition to the annual training, the organization may provide or recommend other educational opportunities to enhance the skills and knowledge of board members in areas relevant to their governance roles.

Article XV: Indemnification

1. **Right to Indemnification:**
- a. Each person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the organization), by reason of the fact that they are or were a director, officer, employee, or agent of the organization, shall be indemnified by the organization against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, to the extent that such person 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, had no reasonable cause to believe their conduct was unlawful.
2. **Determination of Conduct:**
- a. Any indemnification under this article (unless ordered by a court) shall be made by the organization only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in this article. Such determination shall be made, with respect to a person who is a director or officer at the time of

such determination, by a majority vote of the directors who are not parties to such action, suit, or proceeding, even though less than a quorum.

3. **Advances of Expenses:**

- a. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the organization.

4. **Insurance:**

- a. 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 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 this article.

5. **Non-Exclusivity of Rights:**

- a. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

Article XVI: Miscellaneous Provisions

1. **Fiscal Year:**

- a. The fiscal year of the organization shall begin on January 1st and end on December 31st of each year.

2. **Depositories:**

- a. The organization shall select and maintain such banks or other depositories as are necessary for the depositing of funds, securities, and other valuable effects in the name of and to the credit of the organization.
- b. The selection of such depositories shall be made by the Board of Directors or by a designated financial committee.

3. **Signature Authority:**

- a. Checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by such officer(s) or agent(s) of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.
 - b. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chairman of the Board.
4. **Rules of Order:**
- a. Meetings of the organization shall be governed by Robert's Rules of Order, as the same may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the organization's articles of incorporation, or with any provision of law.
 - b. While Robert's Rules of Order will provide a framework for the conduct of meetings, they will be guided by but not strictly enforced, allowing for flexibility in discussions and decision-making processes to suit the organization's needs.

Adopted December 22, 2023