

By-Laws

ARTICLE I: NAME

The name of this corporation is CenterStage in Lake Forest, a not for profit corporation incorporated under the laws of the State of Illinois.

ARTICLE II: STATEMENT OF PURPOSE

Section 1. The Organization. CenterStage in Lake Forest (hereinafter referenced as the "Organization") shall exist for the purpose of sponsoring, promoting and producing any and all cultural events which contribute to the enrichment of the artistic climate in Lake Bluff, Lake Forest, and the surrounding communities.

Section 2. Objective. The objective of the Organization shall be to develop cultural events which support the communities' involvement in the performing arts.

Section 3. Goal. The goal of the Organization is to contribute to and foster the growth of the performing arts in the communities.

Section 4. Non-political and Non-sectarian. This Organization shall be non-political and non-sectarian.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. Any person supporting the Purpose, Objective and Goal of this Organization may become a member.

Section 2. Classes of Members. The Organization shall have two classes of members and as many subclasses thereof as the directors shall from time to time establish. One class shall be voting members. The other class shall be non-voting members. At the minimum, Voting members shall at all times consist of the members of the Board of Directors plus all residents of Lake Forest or Lake Bluff eighteen and older who have made a monetary contribution of fifteen dollars or more during the Organization's then current fiscal year. In the absence of a Resolution of the Board establishing subclasses of non-voting members, Advisory Board members, if any, shall constitute the class.

Section 3. Membership Rights. Members of each subclass, shall enjoy such rights and be subject to such restrictions as the directors shall from time to time establish by a 2/3 majority of all of the members of the Board of Directors. No restrictions other than as set forth in these By-Laws shall be placed on the voting rights of members of the Board of Directors. All other voting members shall have, at the minimum, a right to vote for Officers. Once conferred by the Board of Directors, no such resolution shall impair the voting right of any voting member in good standing except on the next day after final adjournment of an annual meeting of the membership.

Section 4. Membership Dues. Dues, if any, shall be determined by the Board of Directors.

Section 5. Publication of Subclasses of Members and Rights. Whenever the Board of Directors shall establish, modify or repeal the qualifications and rights of any subclass of Members pursuant to these By-Laws, it shall cause a copy of its Resolution to be attached as an Exhibit to these By-Laws.

Section 6. Voting Rights. Except as set forth in these By-Laws, each voting member shall be entitled to one vote on each matter, submitted to a vote of the members, including one vote for each office in the election of Officers.

Section 7. Termination of Member, Removal of Director. The membership, by affirmative vote of a 2/3 majority of all of the voting members, may suspend or expel a member for cause. In the event the Board of Directors fails or refuses to consider removing a director for cause, the voting membership, by affirmative vote of 2/3 majority of all of the voting members, may remove a director for cause. In each case of removal under this by-law an appropriate hearing shall be held. Causes of termination of either a member or a director shall be incapacity under the laws of the state of Illinois for a continuous

period of six (6) months, misfeasance or malfeasance. The Board of Directors shall not be deemed to have refused to consider the matter of removing a director if the cause arising has been voted upon by the Board of Directors within the preceding twelve (12) months.

Section 8. Constitution and By-Laws. Each member in good standing is entitled to one copy of the Constitution, if any, the By-Laws, all amendments adopted by the Organization and all Resolutions passed by the Board of Directors establishing membership classes and rights during the period in which the member is in good standing.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Organization shall be directed by a Board of Directors (hereinafter referenced as the "Board"). Directors shall serve for terms of one year commencing September 1, and shall be selected by vote of three of the four officers designated in Article VI. The Board shall consist of the Elected Officers as defined in Article VI, and other persons invited to sit on the Board at the discretion of the Board.

Section 2. Executive Board. The Officers of the Organization shall operate as an Executive Board to conduct the day to day operations of the Organization and take action whenever a meeting of the full Board is impractical or impossible.

Section 3. Duties. The Directors shall act at all times in the best interests of the office and the Organization and shall be obliged to represent the interests and desires of the majority of the membership. The general course of action of the Board shall be taken from these By-Laws and the wishes of the membership. The Board shall be an advisory body with respect to Production Committees, Production Staff and Production Directors, guiding the policies and activities of the Organization. The Board shall approve the budget and the expenditures of the Organization. No member of the Board shall be authorized, without prior approval, to represent the Organization in any contract, agreement, or purchase of any kind. The Board shall fill, by appointment, any vacancy that occurs on the Board, or in any office, before the stated time for a regular election. The Board shall appoint a Nominations and Elections Committee. The Board shall encourage full membership participation in all projects, aid the President(s) in his/her/their duties, and provide a liaison with all committees. The Board shall have final approval on the selection of all productions and directors for the forthcoming season.

Section 4. Voting. Each Director shall have one vote at meetings of the Board.

Section 5. Attendance. Any member of the Board of Directors who is absent from three (3) consecutive meetings except upon Good Cause and accepted as such by an Officer shall be deemed then to have resigned from the Board and his or her office shall be considered vacant. "Good Cause" shall generally be at the discretion of the Officers. However, participation on the Production Staff of a production at the time of absence shall be, in all instances, regarded as Good Cause.

ARTICLE V: ADVISORY BOARD

Section 1. General Purpose. To serve the Organization in advising the Officers, Board of Directors and Production Staffs about the policies, purpose and intent of the Organization.

Section 2. Number and Qualifications. There shall be an unlimited number of members of the Advisory Board. Qualifications shall be as determined by the Board of Directors.

Section 3. Meetings. Special meetings of the Advisory Board may be called by or at the request of the President(s), and/or by a majority of the Board of Directors and shall be presided over by the President(s) and his/her designees. Members of the Advisory Board may, at the discretion of the President(s) or by vote of a majority of the Board of Directors, attend meetings of the Board of Directors and participate in discussion of matters brought before the Board of Directors, but shall not be entitled to vote thereon.

Section 4. Notice. Notice of any special meeting of the Advisory Board shall be given at least five (5) days previously thereto by written notice to

each member at his/her address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Advisory Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Advisory Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 5. Resignation. Any member of the Advisory Board may resign at any time by notifying the President(s) in writing.

ARTICLE VI: OFFICERS

Section 1. Elected Officers. The Officers of the Organization shall be the President(s), Vice President(s), Recording Secretary, Corresponding Secretary, and Treasurer. Such offices may be held by one or more persons. No person shall hold more than one office.

Section 2. President(s). The President(s) shall supervise the Organization's affairs and preside over all meetings. Further, the President(s) shall: (1) nominate for appointment by the Board persons to fill unexpired terms of officers and Directors left vacant; (2) nominate for appointment all committee chairmen and non-elected offices; (3) co-sign all checks and drafts drawn upon the funds of the Organization; (4) be a ex-officio member of all committees except the Nominations and Elections Committee; and (5) review and approve all information and correspondence which is to be disseminated to the membership or the general public. The President(s) shall deliver to his/her/their successor in office all moneys, securities, books, records or other property of the Organization in his/her/their possession or control upon his/her/their retirement from office.

Section 3. Vice President(s). The Vice President(s) shall have all the duties and powers of the President(s) in the Presidents' absence or inability to act, and such other duties and powers as shall from time to time be assigned by the Board. If the office of vice President is left vacant and the President(s) are absent or unable to act, the Board shall nominate and appoint a Vice President pro tempore. The Vice President pro tempore shall serve until such time as the President(s) return or are able to act in his/her/their full capacity.

Section 4. Recording Secretary. The Recording Secretary shall keep, and prepare minutes of all meetings. A copy of said minutes shall be distributed to each Board Director at least one week prior to the next scheduled Board meeting. The Recording Secretary shall assist with correspondence under the direction of the President(s), record and maintain a current listing of all active Board Directors and officers, and perform such other functions as shall from time to time be assigned by the Board. The Recording Secretary shall deliver to his/her successor all property of the Organization in his/her possession upon his/her retirement from office.

Section 5. Corresponding Secretary. The corresponding Secretary shall handle all correspondence of the Organization whether received or sent, but shall not send out any official correspondence without receiving prior direction and approval from the President(s). The Corresponding Secretary shall record and maintain a general mailing list of the Organization membership, prepare, manage, and coordinate all mailings to the general public, and perform such other functions as shall from time to time be assigned by the Board. The corresponding Secretary shall deliver to his/her successor all property of the Organization in his/her possession upon his/her retirement from office.

Section 6. Treasurer. The Treasurer shall be responsible for all financial affairs of the Organization. The Treasurer shall keep accurate records of all receipts and expenditures, shall make disbursements only after they have been approved in accordance with these By-Laws and recorded in the records, shall be responsible for the handling, accounting, and banking of all moneys collected by the Organization, shall be in charge of providing a bank for box office ticket sales at the productions and at any other event organized or sponsored by the Organization, and shall co-sign all checks and drafts drawn on the funds of the Organization. It shall be the Treasurer's responsibility to file the necessary government, state and local tax forms for the Organization as required by law and to handle the

renewal of the Organization's charter. The Treasurer shall deliver to his/her successor all property of the Organization in his/her possession upon his/her retirement from office.

ARTICLE VII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. The Organization shall indemnify any person 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 (other than an action by or in the right of the Organization) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a director, officer, or agent of another organization, or trust, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s)he 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 reasonable cause to believe that his conduct was unlawful.

Section 2. The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, or agent of another organization, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests of the Organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine 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 which the court shall deem proper.

Section 3. To the extent that a Director, Officer, employee, or agent of a Organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under sections 1 and 2 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 (s)he has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. 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 by the Board of Directors in the specific case, 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 (s)he is entitled to be indemnified by the Organization as authorized in this article.

Section 6. 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 by-law, agreement or vote of disinterested Directors or otherwise, both as to action in his or her official

capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Organization shall have power to 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 a director, officer, or agent of another organization, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of these sections.

ARTICLE VIII: REMOVAL FROM OFFICE

Removal. Any Officer or Director may be removed from office as the result of failure to fulfill the duties of said office or for conduct detrimental to the best interests of the Organization. Removal shall be accomplished, after the officer or Director has had an opportunity to present his/her case, by a three-quarters (3/4) vote of the Board at a meeting at which not less than two-thirds (2/3) of the Board is present.

ARTICLE IX: MEETINGS

Section 1. Membership Meetings. An annual membership meeting shall be held between January 1 and June 15 upon not less than ten (10) days' written notice. Special meetings of the membership may be called by the President(s) or at the request of at least four (4) Directors of the Board or upon petition signed by not less than ten (10) members in good standing.

Section 2. Board of Directors Meetings. Regular monthly meetings of the Board shall be held at least nine times in each fiscal year at prearranged dates or at the call of the President(s) with at least one week's notice stating the time and place of the meeting. Special Meetings of the Board may be called by the President(s) or at the request of at least four (4) Directors of the Board.

Section 3. Quorum. Ten (10) members shall constitute a quorum for annual membership meetings. Two-fifths (2/5) of the Directors shall constitute a quorum at meetings of the Board. A quorum of the Executive Board shall consist of at least three (3) officers, one of whom is the President or Vice President. In case any office has been vacated or is unfilled, it shall not be considered in computation of the quorum.

Section 4. Parliamentary Procedure. Parliamentary Authority for all meetings of the Organization shall be the latest edition of "Robert's Rules of Order" where applicable and not inconsistent with the Articles of Incorporation, the Constitution, the By-Laws, and the laws of the State of Illinois.

ARTICLE X: ELECTIONS

Section 1. Nominations and Elections Committee. The Nominations and Elections Committee shall consist of not less than five (5) and not more than ten (10) members in good standing and shall, prior to each annual meeting, prepare a slate for the nominations of candidates for such of the offices of President(s), Vice Presidents, Recording Secretary, Corresponding Secretary, and Treasurer, as shall become vacant that year.

Section 2. Nominations. At the annual membership meeting, the Committee shall present its slate to the membership and thereafter the President(s) shall call for nominations from the floor. The Nominations and Elections Committee shall verify that all nominees are members in good standing and are otherwise eligible to take office if elected.

Section 3. Qualifications. Any member nominated for President(s) must have been a member in good standing of the Organization for at least a period of one year and must have served as a member of the Board for at least six months prior to such nomination. Any member nominated for the offices of Vice President(s), must have been a member in good standing for at least a period of one year prior to such nomination.

Section 4. Election. The Nominations and Elections committee shall supervise the voting at the meeting. Candidates will be elected by a

majority of those present and eligible to vote.

Section 5. Term of Office. Each Officer shall hold office for two years or until their successor(s) are duly elected and qualified. However, prior to convening the Nominations and Elections Committee, the Board of Directors may provide for a one year term for any office for the purpose of maintaining Staggered Elections. "Staggered Election" shall mean that no more than three Officers shall be elected at any Election. If an office will be shared by more than one person, they shall be regarded as one Officer for this purpose.

Section 6. Assumption of Office. New officers shall take office on September 1, following their election.

Section 7. Vacancies. Vacancies and unexpired terms for all Officers and Directors shall be filled by the Board.

ARTICLE XI: PRODUCTIONS

Section 1. Productions. The Organization shall present or promote one or more productions or events per year. Productions and events shall be approved by the Board.

Section 2. Committees. All committees pertinent to a production shall be established by the Board and shall begin operation at such time as directed by the Board.

Section 3. Production Staff. At the onset of each production, all matters pertaining to that particular production shall be governed by the Board and the production staff, which shall include the Producer and the Production Director.

Section 4. Production Director. The Production Director shall have the authority to select his/her production staff with the approval of the Board. If the Production Director makes no such selection, the Board shall select the production staff.

Section 5. Production Participants. Production participants shall be persons eligible for membership as defined in Article III, Section 1.

Section 6. Authority. Because the success of the show is of primary importance, the Production Director shall have full authority to change or recast any part if necessary. By the same token, the Board reserves the right to replace a Production Director if necessary.

Section 7. Ticket Prices. Ticket prices shall be established by the Board prior to each production. Discount prices may be given groups comprised of fifteen (15) or more according to the discretion of the Board.

ARTICLE XII: OTHER THEATRE ACTIVITIES

Other Activities. To finance, publicize, or expand the activities of the theatre, the Board may organize benefits, fundraising activities, talent banks, and other special events or branch operations. In furtherance of the Organization's Goal, the Board of Directors may give scholarships and make gifts to any other civic, educational or fine arts organization qualified under 501(c)(3) of the Internal Revenue Code to receive them.

ARTICLE XIII: RATIFICATION AND AMENDMENT

Ratification and Amendment. These By-Laws shall become effective upon a majority vote of the Board. They may be thereafter amended by a majority vote of the Board.

ARTICLE XIV: DISSOLUTION

If the Organization is dissolved, all assets remaining after all liabilities are settled, shall be donated to an organization whose purposes are most similar to those of CenterStage in Lake Forest, as determined by the Board of Directors, and which is qualified to receive them under Section 501(c)(3) of the Internal Revenue Code.

ADOPTED: December 11, 1973 As Amended May 7, 1974; May 26, 1977; May 7, 1991; March 20, 1997