

**BYLAWS OF
Broom Street Theater Ltd.**

A Wisconsin Corporation

Adopted: February 25, 2012

Article I. The Corporation

Section 1.01 Name. The name of the corporation shall be Broom Street Theater Ltd. Broom Street Theater, Ltd. shall hereafter be referred to in this document as BST or “the corporation.”

Section 1.02 Principal and Business Offices. BST may have such principal and other business offices within or without the State of Wisconsin as the Board may by resolution determine. For purposes of this document the term, Theater Building, shall mean and refer to 1119 Williamson Street, Madison, WI 53703-3752.

Section 1.03 Office of the Registered Agent. The office of the registered agent of the corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time by resolution of the Board.

Section 1.04 Purpose. The purposes of the corporation shall be to adhere to BST’s mission statement and other purposes approved by the board of directors or members and authorized by chapter 181 of the Wisconsin Statutes. BST’s mission statement is as follows:

Broom Street Theater Mission Statement

Broom Street Theater (BST) is a non-profit, member-controlled theater located in Wisconsin. BST volunteers and staff foster artistic freedom, growth, and expression through non-traditional experimental and/or original artistic forms. Our goals include creating high quality and unique theater through

- promoting communication, education, and entertainment;
- challenging the cultural and intellectual assumptions of our audiences through unique and diverse productions;
- producing world premiere adaptations or original concepts of extant works;
- promoting and defending freedom of expression; and
- supporting writer/directors’ visions of their own work without censorship.

BST respects and facilitates community access by maintaining reasonable ticket prices and by welcoming community members to become active in the theater, rewarding hard work with rights accompanied by responsibilities.

Article II. Meetings

Section 2.01 Annual Meeting. The annual meeting of the Members shall be held within ten days before or after February 15, as determined by the officers of the Board (hereinafter the "Officers").

- (a) The purpose of the annual meeting shall be to consider state-of-the-theater reports from the Board and staff; to elect Board members; and to act on such matters as may be submitted to the Members for their action or approval. All actions of the Members other than election of Board members, amendment of the bylaws, or other matters defined in the bylaws or required by statute as requiring Member action, shall be advisory only.

Section 2.02 Special Meetings. Special meetings of the Members for any purpose may be called by the Board or by any Member in a written request signed by at least one-tenth of all current Members of BST.

Section 2.03 Place of Meetings. All annual and special meetings of the Members shall be held at the Theater Building unless in the notice of such meeting the Board designates another location. All annual and special meetings shall be held in locations that are wheelchair accessible.

Section 2.04 Notice of Meeting of Members. The Secretary or other designated board member shall send written notice to all current Members stating the place, day, hour, and a description of the matter(s) for which the meeting has been called. Such notices shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. Notices shall be delivered either personally, by first class or registered U.S. mail, or by email to the Member's address on file with BST. It shall be the responsibility of each Member to inform the corporation of any change in address. Meeting agendas shall be posted publicly in such time, place and manner as the Officers shall determine.

Section 2.05 Membership List. Before any business is conducted at any meeting of the Members, the Vice-President or other designated board member shall present a complete alphabetical list of the Members, current as of the date of the meeting. This list will include contact information unless a Member has requested in writing to keep such information private. The membership list so provided by the Vice-President shall be available for inspection by any Member, at the Theater Building, beginning 2 business days after notice is given of the meeting, and shall be available for circulation to all Members during the meeting, for the purposes of the meeting.

Section 2.06 Quorum and Voting. A majority of the annual members, as defined in Section 3.01 herein, shall constitute a quorum at any meeting of the Members. If a quorum is present, the affirmative vote of a majority of the Members present shall be the act of the membership unless the affirmative vote of a larger percentage for any particular purpose is required by the articles of incorporation, these bylaws, or applicable law. Each Member shall be entitled to one vote upon each matter submitted for a vote at any meeting of the Members. The Board may determine a method of absentee voting. All voting shall be done in person or via absentee ballot. Proxy voting shall not be permitted. Voting agreements shall not be permitted.

Section 2.07 Meeting Chair. The President, or if absent, the Vice-President, or in the absence of both, any person chosen by the Members present, shall call the meeting of the Members to order and shall act as Chair of the meeting. The Secretary, or if absent, any person chosen by the Chair, shall act as Secretary of the meeting.

Article III. Membership

Section 3.01 Annual Membership. An individual earning 400 points in a single calendar year will be eligible for annual membership. Annual membership will be granted for one calendar year upon certification of points by the Board in accordance with Section 3.05 herein and acceptance of membership by the individual so certified, in accordance with Section 3.06 herein.

Section 3.02 Points.

(a) Points will be awarded based on the following contributions to BST:

400 Points—Board of Directors, BST staff (awarded annually)

300 Points—Director (per play)

250 points—Playwright, Stage Manager (per play)

200 Points—Actor (per play)

150 Points—Technical operators¹ (per play)

100 Points—Assistant technicians² (per play)

100 Points—Members certified with 800 points or more in the previous calendar year.

10-200 Points—Provisional by project with no more than 375 given by a single board member to one individual in a calendar year³

(b) Points are cumulative within a play; however a maximum award of 300 points shall be awarded per play or project, per individual, regardless of the amount or type of work performed.

(c) Points do not carry over from year to year toward annual membership. They do, however, accumulate toward lifetime membership.

¹ Technical Operators/Designers consist of those single individuals who take a lead role in one or more aspects of the technical production (for example, Set Designer, Lighting Designer, Costume Designer, Sound Designer). This category also consists of individuals who by nature of their technical position are required to be at either all rehearsals or all performances (for example, Light Booth Operator).

² All other crew personnel (for example, set construction team, prop gatherers, poster creation, assistants to the technical leads, etc.).

³ Special project points may be granted to individuals who work on BST projects (for example, community outreach, building improvement, fund raising, etc.). These projects must be approved, and points awarded, by the Board on a case-by-case basis.

Section 3.03 **Lifetime Membership.** Upon an individual's 10th award of annual membership – or when an individual accrues 5000 certified membership points – whichever comes sooner – that individual shall be granted Lifetime Membership status. Lifetime Membership shall confer upon the individual all rights and responsibilities of an annual member, for life, without any further requirement for earning membership points. Lifetime Memberships shall be awarded only to those who accept the honor. Once accepted, the award and rights granted are irrevocable except by the affirmative vote of eighty percent (80%) of the then-current membership.

Section 3.04 **Honorary Lifetime Membership Award.** The Board, with a unanimous vote, may grant an Honorary Lifetime Membership Award. Such an honoree must be a current annual member of BST and/or have championed the mission of BST, and demonstrated extraordinary dedication to the promotion of experimental theater. Honorary Lifetime Membership Awards shall confer full membership rights. Honorary Lifetime Membership Awards shall be non-transferable. Honorary Lifetime Memberships shall be awarded only to those who accept the honor. Once accepted, the award and rights granted are irrevocable except by the affirmative vote of eighty percent (80%) of the then-current membership for behavior detrimental to the corporation's mission. During calendar year 2006, the Board may grant as many Honorary Lifetime Membership Awards as it may determine. In subsequent years, the Board may award no more than three Honorary Lifetime Membership Awards per calendar year.

Section 3.05 **Certification.**

- (a) No later than December 31 each calendar year, an assessment of points will be conducted by the Board. Points earned during the period January 1 to December 31 of such calendar year will be certified. Points for participation in shows that have not yet closed on December 31 will be counted in the following calendar year.
- (b) The Board will make a reasonable effort to accurately calculate membership points based on readily available information. Membership awards will be made public upon certification. All persons shall have the opportunity to petition the Board if they feel points were awarded inaccurately, and will be given an opportunity to submit proof of any alleged inaccuracy. The Vice President or other officer will declare the membership certification completed by 8:00 pm on February 1 of each calendar year.

Section 3.06 **Acceptance of Membership.** No person shall be admitted as a Member without that person's consent. A person certified for any type of membership may accept and shall be deemed to have accepted membership either by attending the annual meeting next following the person's certification or by submitting an absentee vote at such meeting in the manner determined for such purpose by the Board pursuant to Section 2.06 herein.

Section 3.07 **Expulsion and Suspension.** Annual Members may be suspended or expelled from membership for behavior detrimental to the corporation's mission. A two-thirds majority of both the Members and the Board shall be required to revoke or suspend a membership.

Section 3.08 **Member Benefits.** Each Member shall have:

- (a) The right to vote at annual and special meetings as defined by these bylaws;
- (b) The right to free admission to all exclusively BST-produced performances and Board-designated events;
- (c) The right to run for the BST Board of Directors;
- (d) The right to run for an Officer position on the BST Board of Directors; and
- (e) The right to call special meetings in accordance with procedure defined in these bylaws.

Section 3.09 **Member Responsibilities.** Each member shall be expected to:

- (a) Vote when called upon to do so;
- (b) Show BST-provided membership identification for free admission to BST performances and Board-designated events;
- (c) Serve as a BST ambassador to the community;
- (d) Support the mission, goals, and work of the theater;
- (e) Attend at least one performance of each show; and
- (f) Help with strike for every show

Section 3.10 **Membership Resignation.** Resignation of membership must be submitted to the Board in writing.

Article IV. Directors

Section 4.01 **Qualification.** A member of the Board (hereinafter a “Director”) must be a Member. If the number of Member candidates is fewer than the number of open Director seats, the membership shall determine qualifications for candidates for the remaining seat(s).

Section 4.02 **Number and Tenure**

- (a) The Board shall consist of nine Directors: six Member-elected directors plus the Artistic Director, the Technical Director and the Development Director.
- (b) For purposes of staggering terms, Directors shall serve two- or three-year terms.
- (c) No limit shall be placed on the number of successive terms an individual may serve as a Director.

Section 4.03 **Powers**

- (a) The first duty of the Board shall be to meet and elect Officers within ten days after the annual meeting of the Members.
- (b) The Board shall have the authority to manage the corporation to the extent provided by Wisconsin law and to delegate its authority under the terms of these bylaws.

Section 4.04 **Vacancies.** Any vacancy occurring on the Board more than four months prior to the annual meeting of the Members shall be filled for the unexpired portion of the term by the Members at a special meeting called by the Board in accordance with Section 2.02 herein. Any vacancy occurring on the Board fewer than four months prior to the annual meeting of the Members shall be filled until the annual meeting by the affirmative vote of a majority of the Directors then in office.

Section 4.05 Meetings.

- (a) Annual Meeting. The Annual Meeting of the Board shall be held within ten (10) days after the Annual Meeting of the Members.
- (b) Regular Meetings. The Board may provide by resolution the time and place within or without the State of Wisconsin for the holding of Regular Meetings.
- (c) Special Meetings. Special Meetings of the Board may be called at the request of the President, the Vice-President or any two Directors. Special Meetings shall be held at the Theater Building unless in the notice of such meeting the person or persons calling the Special Meeting designates another location.
- (d) Notice of all meetings of the Board shall be given to Directors in person, by mail, or by email not less than five days nor more than 15 days before such meeting.
- (e) Electronic attendance at meetings of the Board shall be permitted in accordance with Section 181.0820, Wisconsin Statutes.
- (f) All meetings of the Board shall be held in locations that are wheelchair accessible.

Section 4.06 Quorum. Except as otherwise provided by law, or by the articles of incorporation, or these bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If at any time during the meeting, fewer Directors than required for a quorum are present, no other business may be conducted.

Section 4.07 Voting. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by the articles of incorporation or these bylaws.

Section 4.08 Conduct of Meetings. The President, or if absent, the Vice-President, or in the absence of both, any Director chosen by the Directors present, shall call meetings of the Board to order and shall act as Chair of the meeting. The Chair of the meeting shall abstain from all voting unless a tie-breaking vote is required. The Secretary shall act as Secretary of all meetings of the Board, but in the absence of the Secretary, the Chair of the meeting may appoint any other person present to act as Secretary of the meeting.

Section 4.09 Compensation. Directors shall serve without compensation but shall be entitled to reimbursement of out-of-pocket theater related expenses as approved by the Board.

Section 4.10 Presumption of Assent. At all meetings of the Board or Board committees, there shall be a presumption of assent unless a Director specifically requests a notation of dissent.

Section 4.11 Action Without Meeting. Any action of the Board may be taken without a meeting in accordance with Section 181.0821, Wisconsin Statutes.

Section 4.12 Conflict of Interest. Directors shall not conduct private business in any manner which places them at a special advantage because of their association with the corporation. In case of a clear conflict of interest, the Director will be excused from voting on an item so constituted. The Board may adopt a separate conflicts of interest policy if the Board determines, in its sole and absolute discretion that such a policy is in the best interests of the

corporation.

Section 4.13 **Removal.** Any Board member may be removed for dereliction of duty through the following three-step process: (1) An affirmative two-thirds vote of the Board recommends removal of the Board member. (2) The Board schedules a special meeting of members per bylaws Article II to occur between fourteen and thirty days after informing membership of the recommendation to remove. (3) At the special meeting of members, a two-thirds vote of members present affirms removal. All members including all Board members are eligible to vote.

Article V. Officers

Section 5.01 **Number.** The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. One person may not hold more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

Section 5.02 **Qualification.** Any Member-elected Director, as provided in section 4.02(a) herein, may be elected as an Officer. No individual may serve as both an Officer and a staff member at the same time.

Section 5.03 **Election and Term of Office.** The Officers shall be elected by the Directors at the first meeting of the Board held after each annual meeting of the Members. Each officer shall hold office for a term of one year and shall continue to serve until such time as a successor has been duly elected, or until such Officer's removal or resignation. No limit shall be placed on the number of successive terms a Director may serve as an Officer.

Section 5.04 **Removal.** Any Officer may be removed by the affirmative two-thirds vote of the Board whenever in the judgment of the Board such removal would serve the best interests of the corporation.

Section 5.05 **Vacancies.** A vacancy in any Office shall be filled by the Board for the unexpired portion of the term.

Section 5.06 **Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The Board may assign additional duties to any Officer as the Board deems appropriate.

- (a) **President.** The President shall be BST's Chief Executive Officer and shall generally manage the day-to-day operations of the corporation subject to the direction of the Board. The President shall preside at all meetings of the Board and Members.
- (b) **Vice-President.** The Vice-President shall exercise the duties of the President in the absence or incapacity of the President. If the President should die, resign, or be removed from office, the Vice-President shall succeed to the office of President. The Vice-President shall also:
 - (i) Be responsible for maintaining the Membership Lists (Annual, Lifetime, and Honorary Lifetime); and
 - (ii) Perform such other duties as may be assigned by the Board.
- (c) **Secretary.** The Secretary shall keep and maintain all records of the corporation, except

financial records, and shall prepare minutes of all meetings of the Board and Members. The Secretary shall also:

- (i) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and
 - (ii) Perform such other duties as may be assigned by the Board.
- (d) Treasurer. The Treasurer shall have custody of the funds of the corporation and shall keep and maintain all financial records of the corporation. The Treasurer shall also:
- (i) Make bi-monthly reports to the Board;
 - (ii) Report to the Members on the financial status of the corporation;
 - (iii) Maintain the corporation's bank and other financial accounts; and
 - (iv) Perform such other duties as may be assigned by the Board.

Section 5.07 Compensation. The Officers shall serve without compensation but shall be entitled to reimbursement of out-of-pocket theater-related expenses as approved by the Board.

Article VI. Staff

Section 6.01 Number. There shall be an Artistic Director, a Technical Director and a Development Director, each of whom shall be appointed by the Board. An individual shall not hold more than one staff position concurrently.

Section 6.02 Qualification. Any individual may be appointed to a staff position. No individual may serve as both an Officer and a staff member at the same time.

Section 6.03 Term of Appointment. Each staff member shall serve at the pleasure of the Board.

Section 6.04 Removal. Any staff member may be removed by the affirmative two-thirds vote of the Board whenever in the judgment of the Board such removal would serve the best interests of the corporation.

Section 6.05 Vacancies. Vacant staff positions shall be filled by the Board as soon as reasonably possible.

Section 6.06 Job Descriptions.. Staff members shall perform in accordance with such job descriptions as the Board may from time to time adopt.

Section 6.07 Compensation. Staff may be compensated for their services. Any compensation offered shall be determined by the Member-elected Directors.

Section 6.08 Board Actions. Staff shall serve as members of the Board, as provided in section 4.02(a) herein, however, staff members shall not vote on and may be excluded from any discussions relating to either staff remuneration or staff disciplinary measures. Staff may be excluded from voting or discussion of other staff related items, as determined by the Member-elected Directors.

Article VII. Contracts, Loans, Investments, Checks and Deposits

Section 7.01 Contracts. The Board must approve all contracts entered into on behalf of the corporation.

Section 7.02 Loans. The Board must by resolution approve all loans or indebtedness contracted on behalf of or in the name of the corporation.

Section 7.03 Investments. The Board must approve all investments of corporation funds.

Section 7.04 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President, Vice-President or Treasurer.

Section 7.05 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected under the authority of a resolution of the Board.

Article VIII. Amendments

Any amendment or repeal of these bylaws shall require adoption by the affirmative vote of eighty percent of the then-current Members present at the Annual Meeting defined in Section 2.01 herein.