

ANNAPOLIS SUMMER GARDEN THEATRE, INC.

BYLAWS

(Amended September 22, 2015)

INDEX

Article I. Name and Purpose

Article II. Scope and Manner of Operation

Article III. Management and Administration

Section 1. Board of Directors/Officers/Duties

Section 2. Committees

Section 3. Finances

Article IV. Meetings

Article V. Nominations and Elections

Article VI. Amendments to Bylaws

Article VII. Dissolution

ARTICLE I

NAME AND PURPOSE

The name of the organization shall be Annapolis Summer Garden Theatre, Inc., and shown in these bylaws as ASGT.

The purpose of ASGT shall be to provide opportunities for the community to learn about and experience live theatre under the stars. As a community theatre, ASGT shall produce plays and musicals at its unique and historic outdoor setting, formerly known as Shaw's Blacksmith Shop, located at 143 Compromise Street in Annapolis, Maryland.

ARTICLE II

SCOPE AND MANNER OF OPERATION

ASGT shall be operated as a non-profit organization, and is so recognized by the appropriate government entities. No officer of the corporation shall receive any remuneration for services as an officer. ASGT shall not engage in any substantial way in any activities which in themselves are not in furtherance of its tax exempt purposes.

ASGT shall have and continuously maintain within the State of Maryland a registered agent and a registered office. The registered agent shall be the President of the Board of ASGT, and the registered office shall be 143 Compromise Street, Annapolis, Maryland 21401.

ASGT shall be operated in an open, honest, and non-discriminatory manner. The corporation shall keep correct and complete books and records, as well as minutes of the proceedings of the meetings of its Board. Copies of all tax returns shall be made available to interested parties upon request, as required by law.

ARTICLE III

MANAGEMENT AND ADMINISTRATION

SECTION 1. BOARD OF DIRECTORS/OFFICERS/DUTIES

The activities of ASGT shall be determined and managed by the Board of Directors. The Board shall constitute the voting membership of ASGT, and it is empowered to pass any regulation and make any decision necessary for the conduct of business.

The Board of Directors shall be composed of up to fifteen directors, each elected for a term of two years. The President and the Secretary shall be elected in even-numbered years; the Vice President in odd-numbered years. The Treasurer shall be appointed by the President with the approval of the Board of Directors. The remaining directors shall be elected as outlined in the ASGT Operating Policies.

The President, Vice President, Secretary, and Treasurer shall be the Executive Officers of

the corporation. Their duties summarized below are covered in detail in ASGT Operating Policies, which also contain details of the duties of the remaining directors.

The **President** shall be the principal executive officer of ASGT. It shall be the duty of the President to lead the organization, to enforce observance of the Bylaws, and to preside at all meetings of the Board of Directors.

The **Vice President** supports the President, as requested, and performs all duties of the President in that person's absence. If the office of President becomes vacant, the Vice President shall assume the office of President for the balance of that office's term.

The **Secretary** shall record the minutes of all meetings, maintain all files and manage the routine correspondence of ASGT.

The **Treasurer** shall receive all funds and make all disbursements. The Treasurer also shall keep all financial records and make such reports to the Board and others as required, including closing fiscal year data.

Any vacancy on the Board of Directors shall be filled by appointment by the President, subject to Board approval. Directors so appointed shall serve the remainder of the term.

All resignations must be submitted in writing to the Board of Directors. A Director shall be removed from the Board automatically for poor attendance, as defined in the ASGT Operating Procedures, or by a majority of the Board for actions not in the best interests of ASGT.

SECTION 2. COMMITTEES

The Board of Directors may designate as many committees as it deems appropriate for the conduct of ASGT business. Committees are appointed for a term of one year. Each committee chairperson shall be appointed by the President, subject to the approval of the Board; committee members shall be appointed by the chairperson, subject to the approval of the Board.

ASGT has six standing committees, as shown below. Details on the committees' operating procedures are contained in ASGT Operating Policies.

- Artistic
- Facility Operations
- Facility Planning
- Financial
- Governance
- Marketing and Publicity

The Board may establish *ad hoc* committees for specific purposes and for a defined time period.

The President or the President's designee shall be an ex officio member of all committees.

SECTION 3. FINANCES

Sound financial management is essential to the continued success of ASGT, and all Board and Committee members are expected to be aware of the financial implications of their decisions and to be stewards of its financial resources.

The Board of Directors may authorize any two Directors, one of which must be an Executive Officer, to enter into any contract or to execute and deliver any instrument in the name and on behalf of ASGT. Such authority may be general or specific, as determined by the Board.

The Board shall not incur any indebtedness, nor authorize any instrument or contract resulting in any indebtedness, for ASGT in excess of the funds in the hands of the Treasurer, unless such action is approved in advance by a two-thirds vote of the entire Board of Directors.

All ASGT funds shall be deposited to the credit of ASGT in such banks or other financial institutions as the Board may select.

The Board of Directors may accept on behalf of ASGT any gift, donation, or bequest for any general or specific purpose of ASGT. Gifts accepted for special purposes shall be used only for those purposes. All gifts shall be acknowledged in writing.

ARTICLE IV

MEETINGS

The Board of Directors shall hold such regularly-scheduled meetings as are necessary for the efficient and effective conduct of ASGT business. There shall be no fewer than twelve such meetings a year. The Board members present at such meetings shall constitute a quorum for all purposes requiring Board action under these Bylaws. The Board shall be given seven days advance notice of the agenda for a regular meeting. The Board may vote only on items listed on the agenda. Any member who cannot attend the meeting may vote by proxy.

Additional, special meetings of the Board may be called by, or at the request of, the President or any three Directors. A special meeting shall address only the topic for which it is called. The Board shall be given three days advance notice of a special meeting.

All regular and special and meetings shall be held within a fifteen-mile radius of the City of Annapolis.

ARTICLE V

NOMINATIONS AND ELECTIONS

The term of office of ASGT directors shall run from October 1 to September 30.

By June 1 of each year, the President shall issue a call for candidates for the positions whose terms are expiring in September of that year. A specific application procedure will be outlined, providing the opportunity for anyone to identify a position of choice and present credentials and reasons why the Nominating Committee should approve them as a candidate for inclusion in the proposed slate. The June 1 announcement shall specify a closing date for submissions.

Also by June 1 of each year, the President shall appoint, subject to the approval of the Board, a Nominating Committee consisting of three members of the existing Board whose terms are not expiring in that year and three other individuals from the active ASGT community. Members of the Nominating Committee may not run for any position in the year that they serve on the Committee. The Nominating Committee shall consider all applications. Where appropriate, they shall conduct in-person interviews with potential candidates or request supplemental information in writing.

At the regular August Board meeting, the Nominating Committee shall present a slate of at least one and no more than three persons for each expiring term. For each person so presented, the Nominating Committee must present a statement, not to exceed one typewritten page, outlining the nominee's credentials, perceived benefits to the Board and the office, and an expressed willingness to serve his/her term. The statement may be prepared either by the candidate or by the Nominating Committee.

The agenda for the regularly scheduled September meeting of the Board of Directors shall include the election of directors for those positions whose terms are expiring September 30. Candidates will be elected if they receive the majority of total votes of Board members present and Board members voting by proxy.

ARTICLE VI

AMENDMENTS TO BYLAWS

These Bylaws may be changed or repealed by a two-thirds vote of the ASGT Board of Directors after a thirty day review of any written recommendation by a director for such change or repeal.

ARTICLE VII

DISSOLUTION

If ASGT should dissolve, the Board shall determine that the provisions of the incorporating charter have been met and then decide the disposition of the remaining assets and properties. Preference shall be given to local entities engaged in theatre activities.