

KATHIE RASMUSSEN WOMEN'S THEATRE, INC.
BYLAWS

ARTICLE 1 (NAME)

The name of the non-profit corporation is the Kathie Rasmussen Women's Theatre, Inc., and may also be referred to as the "Company" or "K-Ras" from now on. The Company is organized under the General Corporation Law of the State of Wisconsin. If any of these sections conflict with Wisconsin State law or incorporation laws, they are invalid.

ARTICLE 2 (PURPOSES)

Section 1: The purpose of the Company is to produce work that enhances women's artistic, social, and personal well-being and to entertain and educate participants and audience about all aspects of theater including its literature.

Section 2: To further these objectives, the Company may collect admission fees and gratuities. The Company may buy, acquire, sell, dispose of, mortgage, or pledge real, personal and mixed property of all kinds to secure a loan. The Company may generally exercise all of the powers granted by corporate law in the State of Wisconsin.

Section 3: K-Ras is a not-for-profit corporation. The Company is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006. The Company will not attempt to influence legislation, participate in any political campaign on behalf of any candidate for public office, or carry on propaganda as a substantial part of its activities. This includes including lobbying, publishing, or distributing statements for any political campaign. The Company will not participate in any other activities prohibited to be participated in by: (a) a corporation exempt from federal income tax under I.R.C. Section 501(c)(3), as amended; or (b) a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

ARTICLE 3 (PARTICIPATION)

Section 1: Women and men of all ages are encouraged to participate in the Company. The board of governors will establish the qualifications for participants.

Section 2: No participant may act as a representative of the Company without explicit approval of the board of governors.

Section 3: The Company is not liable for the words or actions of any participant or other contributor unless explicitly approved by the board of governors.

ARTICLE 4 (ARTISTIC DIRECTOR)

The artistic director appoints the board of governors.

ARTICLE 5 (BOARD OF GOVERNORS)

Section 1: The duties of the board of governors are to:

- A) Elect officers and fill vacancies pursuant to Article 6, Section 3 of these bylaws.
- B) Make all rules and regulations which it deems necessary and proper to govern the Company and maintain orderly conduct of Company affairs.
- C) Make all rules and regulations for the management of Company property, so long as they are consistent with the bylaws.
- D) Appoint employees and/or agents to conduct business of the Company as needed.
- E) Formulate and approve an annual budget and all fund-raising projects for the Company.
- F) Make special appropriations that are necessary to efficiently maintain the Company.
- G) Set both short and long range objectives to accomplish the Company's stated purpose(s).

Section 2: A governor's term will begin immediately upon appointment and end after one year.

Section 3: Any governor may be reappointed by the artistic director at the end of the governor's term.

ARTICLE 6 (OFFICERS)

Section 1: An officer of the Company must be a current member of the board of governors. No governor may hold more than one office simultaneously.

Section 2: The officers of the Company and their rights and responsibilities are as follows:

- A) President - The president is the principal executive of the board of governors. The president coordinates and manages the business activities of the Company; leads all meetings of the board of governors and all general, specific, or annual meetings of the Company.
- B) Vice President - The vice president assumes the duties and responsibilities of the president in his or her absence.

- C) Secretary – The secretary records the minutes of all meetings of the Company and of the board of governors. The secretary also maintains all official records and correspondence.
- D) Treasurer – The treasurer maintains the financial records of the Company and follows generally accepted accounting procedures. The treasurer has authority to receive and disburse funds for authorized expenditures and is responsible to the board of governors for all financial transactions.

Section 3: The officers of the Company are elected by the board of governors. Any governor may nominate any other governor for office. Each governor will have one vote for each office.

Section 4: An officer's term lasts for one calendar year.

Section 5: Any officer who is absent from five consecutive meetings of the board of governors may be replaced. Officers who fail in their required duties under these bylaws, municipal, state, or federal law may be replaced.

Section 6: Officers will be replaced only during a board of governors' meeting and in the presence of a quorum, as defined in Article 8, Section 4.

ARTICLE 7 (COMMITTEES)

Section 1: Committees may be established at any meeting of the board of governors. Existing committees can be terminated at any meeting of the board of governors.

Section 2: The board of governors may add, remove, or replace members of any committee at any time, unless some alternative procedure is determined.

Section 3: Each committee will have a distinguished member, called the chair, who is appointed by the board of governors. The chair makes a report of the committee's activities at each meeting of the board of governors. This report may be made by proxy.

ARTICLE 8 (BOARD OF GOVERNORS MEETINGS)

Section 1: The board of governors will have meetings at least four times a year and these meetings will be open to the public. The President will preside over the meeting, which will follow Robert's Rules of Order. Each officer will make a report at each regular meeting of the board of governors, as described in Article 8, Section 5.

Section 2: Notification of the time and place of regular meetings of the board of governors must be provided to the Company email list at least 10 days before to the meeting.

Section 3: Ad-hoc meetings of the board of governors may be called by the president or a majority of the board. Notification for ad-hoc meetings of the board must be presented to the governors not less than five days prior to the meeting.

Section 4: The president and at least half of the governors will comprise a quorum.

Section 5: At each regular meeting, each officer will deliver a report of the activities of that office in person, by proxy, or by mail.

ARTICLE 9 (CONTRACTS AND FINANCES)

Section 1: The board of governors may authorize any officer or member, in the name of and on behalf of the Company to handle finances and contracts. This authorized officer or member may enter into any contract; execute and deliver any instrument; sign or countersign checks, drafts or other forms of payment, notes or evidence of debt. Authority may be general or limited to specific instances; and, unless authorized by the board of governors, no officer or member has the power to bind the Company by any contract, engagement, or pledge to render it liable for any purpose or amount. All authorizations must be in writing.

Section 2: Unless authorized by the board of governors, no loan will be made on behalf of the Company and no negotiable paper will be issued under the Company name. When authorized by the board of governors, any officer of the Company can make loans and advances at any time for the Company from any bank, trust company, any firm, corporation, or individual. The authorized officer may make, execute and deliver promissory notes, bonds, and other certificates of debt for the Company. Authority can be general or confined to specific instances, and must be in writing.

Section 3: All funds of the Company will be deposited in the Company's name in banks, trust companies or other depositories as selected by the board of governors. The president or treasurer, or any other officer who is authorized by the board of governors may endorse, assign and deliver checks, drafts and other payment orders payable to the Company.

ARTICLE 10 (AMENDMENTS)

Section 1: These articles are may be amended, altered, or repealed by an affirmative vote by two-thirds of the present voting members of the board of governors at any regular meeting of the board of governors as defined in Article 8, Section 1. This includes votes by proxy or mail.

Section 2: No amendment, alteration or repeal of these articles will be voted on unless the content of the proposed amendment, alteration or repeal is available to the Governors for a period of ten days.

ARTICLE 11 (DISSOLUTION)

Upon the dissolution of the Company, the board of governors shall, after paying or making provisions for the payment of all the liabilities of the Company, dispose of all the assets of the Company exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an-exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of governors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.