

Bylaws of the Association of Performing Arts Professionals, Inc.

as amended October 24 2004, ratified by members January 2005
and as further amended October 19, 2008, and ratified by members January 12, 2009
and as amended November 8 and December 10, 2009 and ratified by members January 9, 2010
and as amended November 6, 2011 and ratified by members January 9, 2012
and as amended November 14, 2016 and ratified by members January 9, 2017

ARTICLE I. IDENTIFICATION

Section 1. Name.

The name of the corporation is Association of Performing Arts Professionals, Inc. (the “Association”).

Section 2. Fiscal Year.

The fiscal year of the Association shall begin on July 1 and end on June 30.

Section 3. Seal.

The seal of the Association shall have inscribed thereon its name, the fact of the incorporation under the laws of Wisconsin, and the words “Corporate Seal.”

ARTICLE II. MEMBERSHIP

Section 1. Qualifications of Membership.

The Association shall have two categories of members: (i) Voting Members and (ii) Nonvoting Members. Voting Membership in the Association shall be open to any individual or organization that operates in the performing arts, presenting or touring industries. Additional membership classifications shall be determined by the Board of Directors.

Section 2. Representation of Members.

Each Voting Member shall be entitled to one voting representative.

Section 3. Voting Rights at Meetings.

Each voting representative shall have one vote upon each distinct matter included as an agenda item in a Written Ballot (as defined below) and/or submitted to a vote at meetings of the members as provided herein. All other representatives shall have the privilege of the floor but shall not be entitled to vote at meetings of the members.

Section 4. Dues.

The Board of Directors shall set dues with increases not to exceed 5% of the current year’s dues for all categories of membership. Dues increases will become effective one year from the notification date. Any dues increase exceeding 5% is to be ratified by a simple majority of the Voting Members represented at a regular or special meeting of the members as set forth herein.

Section 5. Expulsion.

Any member may be expelled by an affirmative vote of two-thirds (2/3) of the Voting Members voting at a duly constituted annual meeting for any reason other than nonpayment of dues. Any member who is being considered for expulsion by the membership shall be notified of the consideration of expulsion not less than sixty days before the date of the annual meeting of the membership. Failure to pay annual dues shall automatically terminate.

Section 6. Meetings.

Clause (a). Place of Meetings

Meetings of the members of the corporation may be held at such place or places, either within or without the state of Wisconsin, as may be specified in the respective notices, or waivers of notice, thereof. Meetings of the membership, whether special or annual, may be held in one city or more than one city, at the same or different times.

Clause (b). Annual Meeting.

The Annual Meeting of Members shall be set by the Board of Directors.

Clause (c). Special Meetings.

Special meetings of the members may be called by the Chair, the Board of Directors, or by members having one-tenth (1/10) of the votes entitled to be cast at such meetings; provided, however, that the notice thereof shall be routed through the Board of Directors.

Clause (d). Notice of Meetings-Waiver.

Written notice, stating the place, day and hour of the meeting, and in the case of a special meeting the purpose or purposes for which it is called, shall be delivered no less than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the Chair or President and Chief Executive Officer, to each member entitled to vote at such meeting. Notice requirements herein shall be deemed complied with if the notice is published in the Association newsletter or electronic communication and distributed to the membership at least sixty days prior to such meeting or, in the case of meetings in more than one city, at least sixty days before the date of the first meeting. The Board of Directors may, at its discretion, order a wider distribution of notice than required by these bylaws. If mailed, such notice shall be deemed to be delivered when deposited in United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. Waiver in writing by a member of notice of a meeting, whether given before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance by a member at a meeting of members shall constitute a waiver of notice of such meeting.

Clause (e). Quorum.

Members holding at least seven percent (7%) of the votes entitled to be cast shall constitute a quorum at a meeting of members. Votes entitled to be cast may be cast in person at a regular or special meeting of members, or by Mail Ballot or Electronic Mail Ballot (an "Electronic Mail Ballot" and together with the Mail Ballots, the "Written Ballots"), as applicable. For purposes of determining a quorum with respect to agenda items included in the Written Ballots, (i) Mail Ballots received by the Association prior to the corresponding meeting of the members, (ii) Electronic Mail Ballots received by the Association prior to the corresponding meeting of the members, and

(iii) voting representatives attending the corresponding meeting of members in person shall be counted; provided, that Voting Members who have voted by Written Ballots may not vote again on such matters at a meeting of members. Regarding matters not included as agenda items on the applicable Written Ballots, members holding at least seven percent (7%) of the votes entitled to be cast and actually present at a meeting of members, shall constitute a quorum. A majority of the votes constituting a quorum under the clause shall be necessary for the adoption of any matter voted upon by the members.

Clause (f). Proxies.

Members shall not be entitled to vote by proxy.

ARTICLE III. THE BOARD OF DIRECTORS

Section 1. Number.

The business and affairs of the corporation shall be managed by a Board of Directors. The number of Directors shall be established by the Board of Directors with a minimum of 17 Directors and a maximum of 23 Directors. In addition to the foregoing, the Immediate Past Chair shall serve as an *ex officio* member of the Board for a one-year term.

Section 2. Qualification.

Directors shall be chosen from among the members.

Section 3. Terms of Directors.

The Board of Directors shall be elected at the annual meeting of the membership for terms of three years expiring seven calendar days after the election and qualification of their successors. Each Director is eligible to serve a maximum of two consecutive three-year terms on the Board of Directors. However, should the board member be elected as an officer, he/she shall be eligible to serve one additional three-year term. In no case shall members of the Board of Directors serve more than nine years.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. Provided, however, that in the case of the Chair of the Association, such vacancy shall be filled in the manner prescribed for a vacancy in such office in these bylaws. A Director elected to fill a vacancy shall be elected to his or her own term and shall take office immediately upon his/her election.

Section 5. Meetings.

Clause (a). Place of Meetings.

Meetings of the Board of Directors of the corporation, regular or special, may be held either within or without the State of Wisconsin.

Clause (b). Regular Meetings.

The Board of Directors shall meet each year at the time of the annual meeting of the membership, at the place, which such conference of the membership is being held, for the purposes of the

organization and the consideration of any other business that may properly be brought before the meeting. There shall be one additional regular meeting held at a place and date designated by the Board of Directors. Other regular meetings may be held throughout the corporation's fiscal year as may be decided by the Board of Directors. Written notice of the date, place and time of the Board meetings shall be delivered to the Board members not less than sixty days before the date of the meeting.

Clause (c). Special Meetings.

Special meetings of the Board of Directors may be called by the Chair or by four or more Directors and shall be held, on notice by letter, facsimile, e-mail or telegram, delivered for transmission not later than the fifth day immediately preceding the day for such meeting, or in person or by telephone, received not later than during the third day immediately preceding the day for such meeting. Notice of any special meeting of the Board of Directors may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and shall be equivalent to the giving of such notice. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a Director attends said meeting and objects thereto to the transaction of any business because such special meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

Clause (d). Quorum.

A majority of the number of Directors as fixed in these bylaws shall constitute a quorum for the transaction of affairs and business of the corporation. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, provided that all management policies concerning reserve funds or grantmaking programs shall be approved by a vote of two-thirds (2/3) of the Directors present at a meeting at which a quorum is present, and unless the act of a greater proportion is required by the Articles of Incorporation or these Bylaws

Section 6. Executive Committee

The Executive Committee of the Board of Directors shall consist of the Chair, the two Vice Chairs, Treasurer, Secretary, or at the Board's discretion, a Secretary-Treasurer and such other persons, who are members of the Board of Directors, as may be designated, from time to time, by the Board of Directors. The Executive Committee shall have and may exercise, while the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action in respect to the election of officers (other than the Chair, see Article IV, Section 3) or the filling of vacancies in the Board of Directors.

Section 7. Committees Generally.

The Chair may designate one or more committees for whatever purposes s/he deems necessary. These committees shall perform such duties as are assigned to them by the Chair. Such committees may be composed of members or nonmembers of the corporation.

ARTICLE IV. OFFICERS

Section 1. Principal Officers.

The Principal Officers of the corporation shall consist of a Chair, two Vice Chairs, a President and Chief Executive Officer, a Treasurer and a Secretary or, at the Board's discretion, the position of Secretary-Treasurer.

Section 2. Qualification, Election, Term

The Chair, two Vice Chairs, Treasurer and Secretary, or Secretary-Treasurer, shall be members of the Board of Directors and shall be elected by the Board to serve three-year terms expiring seven calendar days after the election and qualification of their successors. Officers may not serve more than one consecutive term in any one office.

Section 3. Vacancies

In the case of the death or resignation of the Chair, or of the case of his/her absence or inability to act, the Executive Committee shall designate an officer to perform the duties of the Chair until such time as a new Chair is elected and qualified by the Board of Directors. Otherwise, whenever any vacancy shall occur in any other office by death, resignation, or otherwise, the same shall be filled by the Board of Directors.

Clause (a). Chair.

The Chair shall preside at all meetings of the membership and the Board of Directors and may serve as an *ex-officio* member on all committees and shall perform such other duties as usually pertain to this office.

Clause (b). Vice Chairs.

The Vice Chairs shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, or as the Chair may from time to time delegate to him/her.

Clause (c). Treasurer.

The Treasurer shall be the chief financial officer of the Association and shall Chair the Financial Affairs Committee. The Treasurer and the Committee shall develop policies for recommendation to the Board of Directors relative to investments, financial planning, dues, and other financial issues brought to its attention or at the request of staff or Board. The Treasurer shall work with the staff in the development of the annual budget and shall serve as a resource to the staff in areas of financial concern. The Treasurer shall work with the staff to identify appropriate income sources in support of the annual budget and shall be responsible for presenting dues recommendations to the general membership for their consideration. The Treasurer and the Financial Affairs Committee shall review the annual audit and shall report its findings to the Board. The actual charge, custody, and control of corporation funds shall be the responsibility of the President and Chief Executive Officer or his/her assignee, pursuant to the financial policies of the corporation.

Clause (d). Immediate Past Chair

The Immediate Past Chair shall be the person who immediately, previously served as Chair. The Immediate Past Chair shall serve as an *ex officio* (non-voting) member of the Board of Directors for a one-year term.

Section 5. President and Chief Executive Officer

The Board of Directors shall appoint and have the authority to dismiss the President and Chief Executive Officer. The President and Chief Executive Officer shall serve as an *ex officio* nonvoting member of the board. S/He shall be paid such compensation as shall be determined by the Board of Directors and is not subject to the term restrictions set forth in Article III, Section 3 and Article IV, Section 2.

Section 6. Secretary

The Secretary shall serve as the official responsible for keeping and, as necessary, recording all official papers and documents of the Board. S/He shall keep the roster of members of the Association and the Board of Directors, give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform other duties as are usual for such official or as may be duly assigned to him/her. If the Board determines that the positions of Secretary and Treasurer shall be combined into a single officer position, then the duties herein described shall be performed by that person in addition to their duties as Treasurer.

Section 7. Compensation of Officers

No officer elected by the Board shall be entitled to compensation for services rendered as an officer of the Association.

ARTICLE V. RULES OF ORDER

All meetings of members, Board of Directors, and committees of the corporation shall be governed by the parliamentary rules and usages contained in the current edition of *Robert's Rules of Order*.

ARTICLE VI. AMENDMENT OF BYLAWS

These Bylaws may be amended either by the members or the Board of Directors. The members shall be informed, prior to the next annual meeting of the membership, of any Bylaws change made by the Board of Directors. Each change made to the Bylaws by the Board of Directors shall be ratified, amended, or repealed by the members, though such changes shall be effective at the time they are made by the Board of Directors.