

BY-LAWS

BATON ROUGE LITTLE THEATER, INC. *D/B/A THEATRE BATON ROUGE*

ARTICLE I

NAME

The name of this organization, as set out in the Articles of Incorporation, is “Baton Rouge Little Theater, Inc.,” doing business as Theatre Baton Rouge, and is referred to in these By-Laws as the “Theater.”

ARTICLE II

MISSION

The Theater shall have as its primary mission the development of quality theatrical productions through the creative abilities, talents and knowledge of the community. Recognizing theater as a living reflection of human imagination and experience, the Theater will provide ongoing cultural, educational, and social enrichment to the region.

ARTICLE III

MEMBERSHIP

- A. QUALIFICATIONS AND DUES.** All current paid subscribers and life members, who are at least eighteen (18) years of age, shall be members of the Theater. A season subscriber is defined to mean an individual holding an adult season ticket for the current regular Capital Series season (five or six shows) of the Theatre purchased at either the full price, the senior citizen’s price, or the family price, but shall not mean tickets sold at the children’s rate nor tickets given out on a complimentary or exchange for service basis. For the purposes of this Article, the “season” is defined as August 1 through July 31 of each year. The ticket stub shall be the “Certificate of Membership” for the member. Payment of the season subscription price shall constitute payment of dues.
- B. RIGHTS.** Each member shall be entitled to vote at the annual meeting and all other meetings called for the general membership. The members shall have such additional rights and privileges as may

be prescribed from time to time by the Board of Governors, which shall include the right to attend such regular productions as may be designated on the tickets issued for such purposes and for which reservations have been made by the member.

C. LIFE MEMBERS. The Board of Governors may honor persons who have made significant and lasting contributions to the achievement of the purposes of the Theater by designating such persons as Life Members. The Theater shall pay dues for Life members, and they shall have all the rights and privileges of regular members. Life Members shall be entitled to a complimentary ticket for admission to any performance presented by the Theater. Such tickets, and the other rights and privileges of Life Membership, shall not be transferable to any other person.

D. SPECIAL DESIGNATION. Nothing in these By-Laws shall be interpreted to prohibit the Board of Governors from time to time, by resolution, granting donors of funds or services special designation in any publication, program, or plaque, provided the same does not increase the voting power of the donor.

ARTICLE IV

MEETINGS OF MEMBERS

A. ANNUAL MEETING. The annual meeting of the members of the Theater shall be held each year on the second Tuesday of July, or at a time in July or August as determined by the Board of Governors, at the Theater located at 7155 Florida Boulevard, Baton Rouge, Louisiana, or such other place as provided for in the notice of the meeting. At this time, the election of Board of Governors and Board of Advisors shall take place.

B. SPECIAL MEETINGS. A special meeting of the members shall be called at any time upon the request of the Board of Governors or upon the written request of twenty-five (25) members of the Theater.

C. NOTICE. Notice of the Annual Meeting of the members, stating the place, day and hour of the meeting, shall be sent to each member's postal or electronic address as shown by the records of the Theater at least fifteen (15), but not more than forty-five (45) days prior to the meeting. In the event of a special

meeting, notice of the meeting shall be sent to each member's postal or electronic address as shown by the records of the Theater at least fifteen (15), but not more than forty-five (45) days prior to the date of the meeting. The notice shall state the purpose or purposes for which the special meeting is called.

D. CONDUCT OF MEETINGS. Meetings of the membership shall be conducted in accordance with Robert's Rules of Order. Unless otherwise specified in these By-Laws or Robert's Rules of Order, business acted upon at a membership meeting shall be determined by majority vote of the members present and voting at the meeting. There shall be no voting by proxy.

ARTICLE V

BOARD OF GOVERNORS

A. GOVERNORS. The Board of Governors shall consist of no less than twelve and no more than fifteen members Governors, composed of the Officers of the Theatre as designated in Article VI and no more than five At-Large members. The Managing Artistic Director shall serve as an additional, ex-officio member of the Board of Governors. The governing authority of this Theater shall be vested in the Board of Governors, who shall have exclusive control of all property, affairs, and policies of the Theater, including, but not necessarily limited to, artistic, financial, and administrative matters. This provision shall not be interpreted to end or limit the term of any Governor(s) whose active term began prior to the 2022 annual meeting.

B. NOMINATIONS. In accordance with Article VII(E) of these By-Laws, nominations for the position of Governor shall be made by the Board Development Committee or by a written nomination from a member presented at the Regular March Board of Governors meeting or by no later than June 1 and approved by the Board of Governors.

C. ELECTIONS. Governors shall be elected by vote of the membership present at the annual meeting. All votes shall be by written ballot. The Secretary of the Theater shall be responsible for preparing the format of the ballot. The President or Officer, Board of Governor or Board of Advisor designated

by same shall count the ballots for Governors. Upon compilation of the votes, the President shall declare those candidates receiving the highest number of votes for the number of vacancies existing as elected. If a tie exists, another written ballot shall be taken between the candidates receiving the tied votes, and the candidate with the highest number of votes shall be declared the winner.

D. TERMS: Governors shall serve for three year terms, for a maximum of three consecutive terms. Governors who leave the Board as a result of serving (two) Three consecutive terms are not prohibited from seeking re-election for Board of Governors. However, there must be a period of at least 11 months between the date their term expired and the date they return to service. The Board of Governors whose term has expired may immediately serve on the Board of Advisors with no waiting period. Regular terms for the Board of Governors shall commence on August 1 after election and terminate on a date that is three (3) years from the commencement date, or thereafter on the date that a successor is appointed or elected. Board of Governors who are not Officers are requested to serve their full term of three years and Officers are requested to serve the terms forth in Article VI. However, if a Board of Governor (including an Officer) is serving on an extended term, pursuant to the following paragraph, Exception to Term Limits, and desires to resign from the Board of Governors or transition to the Board of Advisors during the extended term, he/she must notify the President of the same by March 1 so a replacement may be selected at the annual meeting. In cases where a new Governor is elected to serve a remaining term for an existing Governor, the new Governor will assume a position on the Board of Governors for the remainder of term of the Governor he/she replaced and the past Board of Governor will resign from the Board of Governors or transition to the Board of Advisors to serve out the remainder of his/her three-year term.

Each new Governor shall be installed at the first meeting of the Board following election or appointment.

E. EXCEPTION TO TERM LIMITS: The term limit imposed on Governors may be waived for special circumstances if approved by a majority vote of the Board of Governors. In addition, term limits do not apply to the following: 1) Any Governor who has agreed to serve as an officer or chairperson of a

committee during the fiscal year following the year in which his term would otherwise expire and/or 2) Governors who serve as an Officer of the Board. No person may serve on the Board of Governors in any capacity more than 3 terms.

F. QUALIFICATIONS. The Board of Governors shall consist of the Officers of the Theater and those persons who have been elected as At-Large members of the Board of Governors. The Board of Governors shall be chaired by the President. The Managing Artistic Director shall serve as an ex officio member of the Board of Governors. Governors shall be members of the Theater and must remain members in good standing during their term. Governors shall meet such other qualifications as set forth by the Board of Governors in the Board Agreement. Failure to remain in good standing shall automatically disqualify the incumbent, and the Board of Governors shall declare the position vacant.

With the Exception of the Managing Artistic Director who is an ex officio, non voting member of the Board of Governors, no salaried employee of the Theater, nor members of the immediate family thereof, shall be eligible to serve on the Board of Governors, provided, however, that nothing herein shall be construed to prohibit a Governor from receiving reimbursement for out-of-pocket expenses.

G. POWER AND AUTHORITY

The Board of Governors shall have the power of electing, appointing or removing any member of the Board of Advisors, committee members or any Governor or officer of the Theater; amending the Articles of Incorporation or By-Laws; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Theater, authorizing the voluntary dissolution of the Theater or revoking proceedings therefore; adopting a plan for the distribution of assets of the Theater.

H. VACANCIES. Every vacancy in the Board of Governors due to death, incapacity, ineligibility, resignation or otherwise, shall be filled by a person, nominated by the President and approved by the Board of Governors, who shall serve for the remainder of the unexpired term. In the event that a Governor is

unable to complete their role as an Officer or At-Large member, or if they are not approved to continue their role as an Officer of At-Large member at the Annual Meeting, they may roll to the Board of Advisors for the duration of their three-year term.

I. MEETINGS. Regular meetings of the Board of Governors shall be held monthly, and at such other times as the Board of Governors may determine, at the Theater located at 7155 Florida Boulevard, Baton Rouge, Louisiana or at such other place as provided for in the notice of meeting. Meeting notices, including any cancellation or change in location/time, as determined by the President, must be provided to the Board of Governors and Board of Advisors 48 hours prior to said meeting. Notices under this section shall be sent to the last physical or electronic address as shown on the records of the Secretary of the Theater, provided, however, that any member of the Board of Governors or Board of Advisors may waive written notice for any meeting. Meetings may also be held virtually.

J. QUORUM. A simple majority of the Board of Governors shall constitute a quorum for the transaction of business.

K. CONDUCT OF MEETINGS. All meetings of the Board of Governors shall be held in accordance with Robert's Rules of Order. Except as otherwise specified in these By-Laws or Robert's Rules of Order, business acted upon at a meeting of the Board of Governors shall be determined by a majority of the votes cast by Governors present and voting, providing a quorum is present. Pursuant to Robert's Rules of Order, all meetings, except the annual meeting, may be attended by telephone or other electronic means.

L. ATTENDANCE BY BOARD OF GOVERNORS: Any Governor, other than an ex-officio member, who misses two (2) consecutive regular meetings without notice shall be contacted by the Board Development Committee to determine whether such Governor desires to remain on the Board of Governors. At the discretion of the Board of Governors a member of the Board may be removed by a majority vote of the Board after two (2) consecutive unexcused absences from Regular Board meetings. Attendance should be tracked and reported in the meeting minutes.

M. REMOVAL FOR CAUSE: Any governor may be removed from the board for cause by a majority vote of the Board of Governors.

N. SPECIAL MEETING: The Governors, through the President and his/her designees, shall have the duty to call a special meeting of the Board of Governors whenever, in the opinion of the Governors, or at the request of the senior staff, an emergency situation has arisen requiring action of the Board of Governors.

ARTICLE VI

OFFICERS

A. OFFICERS. The Officers of the Board of Governors Theater shall be as follows:

President

Vice-President for Administration

Vice-President for Production

Vice-President for Marketing and Development

Secretary

Treasurer

Parliamentarian

In addition to those listed above, officers may also include a President Elect and an Immediate Past President.

All Officers shall serve at the pleasure of the Board of Governors. The duties of individual officers shall be as described in this Article and shall include those duties designated by the Board of Governors in Board Job Descriptions and as assigned from time to time by the Board of Governors or the President.

B. NOMINATION, ELECTION AND TERMS

At the March meeting of the Board of Governors or by no later than June 1, the Board Development Committee shall present to the Board a single slate of officers, consisting of one (1) nomination for

each office to be elected. Other nominations may be made by members of the Board present at the meeting. Nominees for the offices of President and President Elect shall be current members of the Board of Governors.

Officers shall be elected by secret ballot for any office for which there is more than one nomination.

With the exception of President, President Elect and Past President, Officers shall be elected for a term of one year, or until their successors are elected, except where otherwise indicated in this Article. Officers may serve up to three consecutive terms in any given office, except where otherwise indicated in this Article. Terms shall begin on the 1st day of August following the election.

C. PRESIDENT. The President shall serve as Chairman of the Board of Governors and shall preside over all meetings of the Board of Governors, the Annual Meeting of the Theater, and any special meetings of the members. The President shall approve all Committee chairpersons. The President shall chair the Strategic Planning Committee. The President may serve a term of two years and may be elected to serve no more than two consecutive two-year terms.

D. PRESIDENT ELECT. The Board of Governors shall elect a member of the Board of Governors to serve as President Elect for any fiscal year in which the sitting President is serving the last year of his term as President. The President Elect may also serve as any other officer, other than President, or chair any committee during his/her term as President Elect. The President Elect shall perform such duties as assigned by the President with the intention that the President Elect prepare for and learn the duties of the office of President. The person elected to the office of President Elect shall be the Board Development Committee nominee for the year following the sitting President's last term. In case of death, disability, or absence of the President, the President Elect shall perform and be vested with all of the duties and powers of the President.

- E. IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall serve on the Board of Governors during the year following the expiration of his term as President. If the Immediate Past President's term as a member of the Board of Governors expires at the end of his term as President, he may serve on the Board of Governors for an additional year. In case of death, disability, or absence of the President and there is no President Elect in place, the Immediate Past President shall perform and be vested with all of the duties and powers of the President.
- F. VICE-PRESIDENT FOR ADMINISTRATION.** The Vice-President for Administration is responsible for the business administration of the Theater and shall oversee the personnel, office administration and facility policies and procedures established by the Board of Governors.
- G. VICE-PRESIDENT FOR PRODUCTION.** The Vice-President for Production shall offer advice and guidance to the Board of Governors on production matters, ensure coordination of volunteers for production work, serve as liaison between volunteers and the Board of Governors, recommend the acquisition of new theater equipment, and make specific recommendations concerning production policy. Additionally, the Vice-President for Production shall ensure that appropriate staff and volunteer personnel is available for all production areas, including, but not limited to, stage management, props, costumes, lights, sound, running crew, and front-of-house.
- H. VICE PRESIDENT FOR MARKETING:** The Vice-President for Marketing is responsible for marketing the Theater and its product and for leading the Theater's fundraising efforts. The Vice President for Marketing shall chair or appoint a chair to the Marketing and Development Committees.
- I. SECRETARY.** The Secretary shall be the custodian of all corporate documents, shall be responsible for keeping minutes of all meetings of the Board of Governors, the Annual

Meeting, and any special meetings of the members. The Secretary shall ensure the maintenance of an accurate list of the names and addresses of all current members of the Theater and shall compile and maintain a policy manual into which all policies declared by the Board of Governors shall be organized in accordance with subject matter. All such documents shall be kept on file for inspection by any member at the corporate offices. In addition, the Secretary shall ensure the organization and security of the Theater's Archives. The Secretary shall attest all formal or legal documents executed by the President and shall see that all notices of meetings are given in accordance with the provision of these By-Laws or as required by law. At the end of the term of office of the Secretary, the Secretary shall transfer the records to the successor in this office. The Secretary shall also perform all duties incident to the office of Secretary

- J. TREASURER.** The Treasurer shall be responsible for maintaining all financial records of the Theatre, shall oversee all financial transactions, arrange and facilitate an annual audit of the Theater's financial records, file all tax returns on behalf of the Theater, and ensure that all financial transactions and records are within the parameters of generally accepted accounting principles.
- K. PARLIAMENTARIAN.** The Parliamentarian shall be responsible for ensuring that the bylaws of the Theater are followed at all times. The Parliamentarian shall be expected to interject points of order at meetings and help the Governors and Advisors adhere to the bylaws of the Theater.
- L. VACANCY.** In the event of the resignation or incapacity of any officer to serve, the Board of Governors shall consider and elect a replacement in a timely manner.
- M. DUTIES.** In addition to the duties set forth in this Article, each officer shall assume the duties detailed in the applicable Board Job Description.

M. SPECIAL MEETING: The Officers, through the President and his/her designees, shall have the duty to call a special meeting of the Board of Governors whenever, in the opinion of the Officers or at the request of the senior staff, an emergency situation has arisen requiring action of the Board of Governors.

ARTICLE VII

BOARD OF ADVISORS

A. ADVISORS. The Board of Advisors shall consist of no more than twenty-five (25) Advisors. The Board of Advisors must serve on at least one open or closed committee. Advisors may also participate in other committees or activities of the theater as desired. Advisors may not serve as chairpersons of any committee, but may serve as leader of a sub-committee that reports to a chairperson/Board of Governor. The Board of Advisors is expected to provide services pursuant to the Board Agreement or, in lieu of service hours, may make a financial contribution to the theater as set forth in Article VII(I).

B. NOMINATIONS. In accordance with Article VII (E) of these By-Laws, nominations for the position of Advisor shall be made by the Board Development Committee or by a written nomination from a member presented at the Regular March Board of Governors meeting and no later than June 1 and approved by the Board of Governors and Board of Advisors at the annual meeting.

C. ELECTIONS. Advisors shall be elected by vote of the membership present at the annual meeting. All votes shall be by written ballot. The Secretary of the Theater shall be responsible for preparing the format of the ballot. The President or person designated by the same shall count the ballots for Advisors. Upon compilation of the votes, the President shall declare those candidates receiving the highest number of votes for the number of vacancies existing as elected. If a tie exists, another written ballot shall be taken between the candidates receiving the tied votes, and the candidate with the highest number of votes shall be declared the winner. The vote for Board of Governors members shall precede the vote for Board of

Advisors members. Any person who seeks election for the Board of Governors but is not elected may be nominated by any member at the annual meeting to be considered for election to the Board of Advisors.

D. TERMS. Advisors shall serve for three year terms. Regular terms shall commence on August 1 after election and terminate on a date that is three (3) years from the commencement date, or thereafter on the date that a successor is appointed or elected. Each new Advisor shall be installed at the first meeting of the Board following election or appointment

Anyone serving a non-expired term for another Advisor will be serving in an ad hoc capacity. An ad hoc Advisor shall be eligible to run for election in his own right at the expiration of the ad hoc term.

E. QUALIFICATIONS. Advisors shall be members of the Theater and must remain members in good standing during their term. Advisors shall meet such other qualifications as set forth by the Board of Governors in the Board Agreement. Failure to remain in good standing shall automatically disqualify the incumbent, and the Board of Governors shall declare the position vacant.

No salaried employee of the Theater, nor members of the immediate family thereof, shall be eligible to serve on the Board of Advisors, provided, however, that nothing herein shall be construed to prohibit an Advisor from receiving reimbursement for out-of-pocket expenses. Advisors may be hired by the theater in artistic capacities under a contract basis.

F. VACANCIES. A vacancy in the Board of Advisors due to death, incapacity, ineligibility, resignation or otherwise, may be filled by a person, nominated by the President and approved by the Board of Governors and those Advisors who choose to participate in the vote, who shall serve for the remainder of the unexpired term. The President has the discretion to determine the need to fill the vacancy.

G. MEETINGS. Advisors are not required but are welcome to attend meetings of the Board of Governors and may provide input and comments. Advisors will not vote in the same capacity as Governors

except any Advisor may choose to vote on the nominations and selection of the Board of Governors and Board of Advisors.

H. EXPECTATIONS OF ADVISORS: Advisors shall serve one or more open or closed committees. Advisors are expected to attend at least 75% of committee meetings and take action on behalf of the committee outside of meetings. Any Advisor, who misses more than 50% of his or her committee meetings without notice shall be contacted by the Chairperson of that Committee and/or the Board Development Committee to determine whether such Advisor desires to remain on the Board of Advisors.

I. SPONSORSHIP EXEMPTION: A cash sponsorship of \$2500.00 or more annually (or an amount as determined by the Board of Governors at the annual meeting) may exempt any Advisor from any and all participation requirements as described in these By-Laws. The sponsorship may be made directly by the Advisor or through the Advisor on behalf of his or her place of employment or affiliation.

J. REMOVAL FOR CAUSE: Any Advisor may be removed for cause by a majority vote of the Board of Governors.

ARTICLE VIII

COMMITTEES

A. STANDING COMMITTEES. TBR has open and closed committees. Anyone (including persons who are not on the Board of Governors or Board of Advisors) may serve on an open committee. Only elected Board of Governors or Board of Advisors may serve on a closed committee due to the sensitive nature of information that may be exchanged. The following standing committees are hereby designated:

Strategic Planning Committee - closed

Play Selection Committee - open

Volunteer Committee - open

Board Development Committee - closed

Marketing Committee – open

Development Committee - open

Facilities Committee - open

Finance Committee – closed

Youth Education – open

Human Resources Committee – closed

Diversity, Equity and Inclusion -- open

B. COMMITTEE CHAIRPERSON: The President has the power to and shall approve all committee chairpersons at or before the annual meeting. Any member of the Board of Governors or Board of Advisors may serve as the chairperson of any committee with the exception of the Strategic Planning Committee (to be chaired by the President), the Board Development Committee (to be chaired by a member of the Board of Governors), and the Human Resources Committee (to be chaired by the Vice President of Administration). In addition, Committee chairpersons must be approved at the annual meeting and are expected to serve the terms set forth in these By-Laws. The Committee Chairperson has the power and authority to create sub-committees to handle certain projects, tasks or events that fall within the purview of the Committee. Committee chairs are responsible for keeping the Board of Governors and Managing Artistic Director apprised of their meetings and their activities.

C. STRATEGIC PLANNING COMMITTEE. The President may chair the Strategic Planning Committee or a separate individual may be elected to the position upon nomination by the President. The chair shall appoint committee members with the advice and consent of the Board of Governors. A majority of the committee shall be Governors and if the President is not serving as chair of the committee, he/she must serve on the committee. The Managing Artistic Director shall serve as an ex officio member. The Strategic Planning Committee shall be responsible for evaluating progress on the Theater’s Strategic Plan,

reporting progress on the plan regularly to the Board of Governors, and for presenting a revised Strategic Plan document to the Governors for approval at the January meeting.

D. PLAY SELECTION COMMITTEE. The number and qualifications of Committee members shall be determined by the Chairman. The Managing Artistic Director and Technical Director shall be ex officio members of the Committee.

The Committee shall be responsible for obtaining and reviewing prospective plays for future seasons at the Theater. A formal Committee report shall be made by the Chairman not later than the September Meeting of the Board of Governors, or at such earlier or later date as the Board of Governors may specify. Final play selection shall be made by the Board of Governors.

E. VOLUNTEER ENGAGEMENT COMMITTEE. The Chairman shall be responsible for facilitating the recruitment, training and recognition of volunteers.

The Chairman shall appoint a chair and a committee to be responsible for the annual Beaux Arts Ball. The number and qualifications of committee members shall be determined by the Chairman.

In addition, the Chairman, with the advice and consent of the President, shall appoint an Awards Chairman who shall be a Governor or an Advisor and who shall be responsible for administering the selection of award recipients in accordance with policies and procedures approved by the Board of Governors.

F. BOARD DEVELOPMENT COMMITTEE. The Chairman of the Board Development Committee must be a member of the Board of Governors. The number of Committee members shall be determined by the Chairman. Every member of the Committee must be a Governor. The Committee shall have the duties prescribed in Article V, Section B and Article VII, Section B of these By-Laws, shall maintain Board Agreements from all current Governors, shall develop and maintain job descriptions for Governors and Officers, and perform such other duties as the President may assign.

G. MARKETING COMMITTEE. The Vice President for Marketing, with the advice and consent of the President, shall either chair the Marketing Committee or nominate a separate chairman for Marketing Committee. The number and qualifications of the Committee members shall be determined by the Chairman. The Chairman shall appoint such individuals as necessary to facilitate fundraising activities, including the Annual Fund Drive and any Gala or other fundraising events. The Marketing Committee and Development Committee shall work together in order to determine which committee will be responsible for certain fundraising activities. The Marketing Committee will, for the fundraising events that it handles, develop a budget for the fundraising event, develop marketing plan for the fundraising event, develop a project management plan inclusive of timeline for the fundraising event, provide reporting feedback to the Chairman of the Marketing and Development Committees and coordinate activities with the Development Committee.

H. DEVELOPMENT COMMITTEE. The Vice President for Marketing, with the advice and consent of the President, shall either chair the Development Committee or nominate a separate chairman for Development Committee. However, the same person may be elected to chair the Marketing Committee and the Development Committee. The number and qualifications of the Committee members shall be determined by the Chairman. The Chairman shall appoint such individuals as necessary to facilitate fundraising activities. The Marketing Committee and Development Committee shall work together in order to determine which committee will be responsible for certain fundraising activities. The Development Committee will, for the fundraising events that it handles, develop a budget for the fundraising event, develop a marketing plan for the fundraising event, develop a project management plan inclusive of timeline for the fundraising event, provide reporting feedback to the Chairman of the Marketing and Development Committees and coordinate activities with the Marketing Committee. At the direction of the Board of Governors, the Development Committee Chair shall appoint a chair of the Capital Campaign and committee members to serve on same.

I. FACILITIES COMMITTEE. The number and qualifications of the Committee members shall be determined by the Chairman. The committee, working with the managing artistic director-- and the technical director if appropriate-- shall be responsible for oversight of building maintenance, improvements, and strategic planning for the facilities owned or operated by the theater.

J. FINANCE COMMITTEE. The Treasurer shall chair the committee. The number and qualifications of the Committee members shall be determined by the Chairman. The committee shall assist the treasurer with his/her duties as outlined in Article VI, section J. The committee shall also be responsible for short and long-term financial strategic planning, assist with the budgeting process and working with the other committees, guide the Board of Governors in financial decisions and improvements in the financial condition of the theater.

In addition, the Finance Committee shall be responsible for submitting to the Board of Governors a proposed annual budget for the following fiscal year no later than the May meeting. Upon approval or modification by the Board of Governors the budget shall become the financial framework within which the Theater shall operate. The budget may be altered or amended during the fiscal year by the Finance Committee.

K. YOUTH EDUCATION COMMITTEE. The number and qualifications of Committee members shall be determined by the Chairman. The Managing Artistic Director and Technical Director shall be ex officio members of the Committee. The Youth Education Committee is responsible for providing advice and guidance to the Educational Director on youth production and classes. The Youth Education Committee also coordinates fundraisers for the Young Actors Program and assists with marketing efforts for the same.

L. HUMAN RESOURCES COMMITTEE. The Chairman of the Human Resources Committee shall be the VP of Admin. The number and qualifications of Committee members shall be determined by the Chairman. The Human Resources Committee provides oversight and guidance to the Theatre's

administrative function relative to human resources based policies and procedures, ensures the Theatre's Employee Handbook is current and compliant with applicable laws, coordinates the annual performance evaluation of the Managing Artistic Director, provides advice and counsel to the Managing Artistic Director relative to human resources issues, and informs the Theatre's Board of Governors relative to any significant risks associated with human resources issues.

M. DIVERSITY, EQUITY, AND INCLUSION COMMITTEE. The number and qualifications of the Committee members shall be determined by the Chairman. The mission of the Diversity, Equity, and Inclusion committee is to implement sustainable and consistent practices at Theatre Baton Rouge to ensure that persons of any race, identity, sexual orientation, physical or mental ability, socioeconomic status, and underrepresented populations will be afforded opportunities to equitably cultivate and contribute to the arts.

N. ADDITIONAL COMMITTEES. The President, with the advice and consent of the Board of Governors may appoint such additional committees as are deemed desirable or appropriate from time to time, outlining their purpose, duration, and constitution.

O. SPECIAL DESIGNATION. Nothing herein shall be construed to limit the authority of the Board of Governors to make special designation of any committee or committee members by resolution in any publication, program, or plaque.

ARTICLE IX

THEATER STAFF

A. DESIGNATED POSITIONS. The Board of Governors shall engage the following personnel on behalf of the Theaters:

Managing Artistic Director

Technical Director

B. MANAGING ARTISTIC DIRECTOR. The Managing Artistic Director shall be answerable to the Board of Governors for all business and operational affairs of the Theater. All personnel engaged by the Theater for general operating or business purposes shall be accountable to the Managing Artistic Director. The job description of the Managing Artistic Director shall be written and shall outline the duties, responsibilities and stipulations prescribed by the Board of Governors. The Managing Artistic Director is directly supervised by the President.

C. TECHNICAL DIRECTOR. The Technical Director shall serve as the chief staff person in charge of all technical aspects of the productions. The job description of the Technical Director shall be written and shall fully outline the duties, responsibilities and stipulations prescribed by the Board of Governors. The Technical Director is directly supervised by the Managing Artistic Director with the advice and assistance of the Vice-President of Production.

D. OTHER EMPLOYEES. The Board of Governors may authorize the hiring of other employees on behalf of the Theater on a full-time, part-time or contract basis on any terms and conditions that are in compliance with all local, state and federal laws.

ARTICLE X

INDEMNITY OF MEMBERS OF THE BOARD OF GOVERNORS

The Theater shall indemnify and hold harmless each Governor or Officer who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal administrative or investigative (including any action by or in the right of the Theater), by reason of the fact that the individual is or was a Governor or Officer of the Theater, or is or was serving at the request of the Theater as a Governor, Officer, Employee or Agent of another nonprofit, business or foreign Theater, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Governor or Officer in connection with such action, suit or proceeding, if the action was in good faith and in a manner reasonably believed to be in or not

opposed to the best interests of the Theater, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful; provided that in case of actions by or in the right of the Theater, the indemnity shall be limited to expenses (including attorneys' fees, and amounts paid in settlements not exceeding, in the judgment of the Board of Governors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action; and provided further 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 gross negligence or willful misconduct in the performance of his duty to the Theater unless and only to the extent that the Board of Governors or a court of law shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the individual is fairly and reasonably entitled to indemnity for such expenses which the Board of Governors or the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, 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 he reasonably believed to be in or not opposed to the best interest of the Theater and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which any Governor or Officer may be entitled as a matter of law.

ARTICLE XI

AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a two-thirds (2/3's) vote of the Board of Governors present and voting, at any regular meeting provided the proposed amendments have been submitted in writing in person or in electronic format to all Governors no less than thirty days prior to the meeting at which a vote is anticipated.

