

BY-LAWS

FRIENDS OF LIBERTY THEATRE

ARTICLE I - IDENTIFICATION AND PURPOSE

SECTION 1. Name. The name of the Corporation shall be Friends of Liberty Theatre (“FOLT”).

SECTION 2. Purpose. The purpose for which FOLT is formed is to promote theatre arts as a valuable and intrinsic part of our children’s education and to raise and sustain financial support for such.

ARTICLE II –MEMBERS

SECTION 1. Eligibility for membership: Application for membership shall be open to all and granted after receipt of one of the levels of contribution. Please see Attachment A for the levels of contribution. These levels will be determined annually.

SECTION 2. The Annual Meeting of the Membership and Executive Committee (“Exec.”) shall be held in September of each year (date to be determined) when they shall elect officers, receive reports on the activities of the association and transact such business as may properly be brought before the meeting.

SECTION 3 — Voting: All issues to be voted on shall be decided by a simple majority of the members.

ARTICLE III – THE BOARD

SECTION 1. General Powers. The members of the Board shall exercise the rights, powers and privileges of executive members of a Pennsylvania non-profit corporation. The Board shall determine the mission and the strategic direction of the Corporation and determine the policies of the Corporation.

SECTION 2. Number. The Board shall consist of at least five (5) members but no more than fifteen (15).

SECTION 3. Composition. The Board will be made up of the Officers, the Committee Chairpersons, and 3 At-Large Members from the general membership of FOLT, 1 student representative and anyone who has been given Honorary Membership which is non-voting. The Nominating Committee will recommend committee members for election that brings a balance of skills and abilities to the Board.

SECTION 4. Eligibility. The Board shall select those persons who have demonstrated a commitment to and interest in the quality of education and learning opportunities within the Bethlehem Area School District, and who are representative of the community that the Bethlehem Area School District serves.

SECTION 5. Responsibilities.

- a. The Board members are expected to exercise the power and authority expressed by these by- laws and do all such lawful acts necessary to implement the decisions of the Corporation.
- b. The Board members are expected to know the mission of the Corporation and be guided by in all matters.
- c. The Board members are expected to assist in raising funds to support FOLT programs and projects.
- d. The Board members are expected to support the fund raising efforts of the Corporation through an annual donation of \$50 or more.
- e. The Board members are expected to attend a majority of the meetings and actively contribute to the discussion and decisions.
- f. The Board members are expected to participate in the business of the Corporation by serving on committees and attending meetings called by the president or the committee chair.
- g. The Board members are expected to be an ambassador of FOLT and work toward the fulfillment of its mission.

SECTION 6. Term of Office. The term of office for all Board members shall be three (3) years. They shall be elected annually by the membership at the annual meeting of the Corporation for overlapping three-year terms and shall hold their office until their successors are duly elected. A Exec. member shall serve no more than two consecutive terms.

SECTION 7. Vacancies. Vacancies on the Board shall be filled by the majority vote of the remaining members, though less than a quorum, and each member elected shall serve for the unexpired term of the vacancy being filled. The Nomination Committee may nominate members for terms shorter than three years in order to approximate the continued rotation of members so that one-third of their terms expires each year.

SECTION 8. Director Emeritus. An individual who has provided extraordinary service to the Corporation during the individual's tenure in office may be elected as "Member Emeritus". The Nominating Committee of the Corporation shall make such nominations, which shall be subject to the majority approval of the Board. Member Emeriti shall be non-voting members of the Committee. They shall be invited to all Corporation meetings, may participate fully in all deliberations of the Corporation, and may serve on any committee of the Corporation as appointed by the Corporation President.

ARTICLE IV – MEETINGS OF THE BOARD

The meetings of the Board may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the members may from time to time appoint, or as may be designated in the notice calling the meeting.

SECTION 1. Regular Meetings. Meetings shall be called by the President of the Corporation on a monthly basis during the months of September through June unless the members deem it necessary to cancel or increase the number of meetings for cause. The date of the meetings may be changed by majority vote of the members.

SECTION 2. Special Meetings. The President of the Corporation giving written notice five (5) days prior to the intended meeting may call a special meeting of the members. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

SECTION 3. Annual Meeting. The Annual Meeting of the Corporation and its members shall be held in September of each year on a date to be determined, when they shall elect officers and transact such business as may properly be brought before the meeting. The date of the meeting may be changed by majority vote of the members. If the annual meeting shall not be called and held within six (6) months after the designated time, any member of the Corporation may call such meeting.

SECTION 4. Notice.

- a. Written or personal notice of every meeting of the Exec. shall be given 5 days prior to the day named for the meeting. Whenever written notice is required to be given to any person, it may be given either personally or by sending a copy first class mail, postage prepaid, e-mail or facsimile transmission to his or her address appearing on the books of the Corporation, or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which adjournment is taken.
- b. Whenever any written notice is required to be given under the provisions of statute of the Articles or By-laws of this Corporation, a waiver thereof in writing, signed by the Person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the

purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance by a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business the meeting was not lawfully called or convened.

SECTION 5. Quorum. A majority of the members in office shall be necessary to constitute a quorum for the transaction of the business and the acts of a majority of the members in office shall be the acts of the Board.

SECTION 6. Attendance by Members. A member who fails to attend a majority of the total number of regular and special meetings of the Corporation without excused absences authorized by the Chair during the 12 month period between annual meetings shall be subject to review by the Exec. which review could result in recommendation for termination of the member's term of office. Proposed removal is subject to the majority vote of the members.

ARTICLE V – OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the needs of Corporation may require. The Corporation may secure the fidelity of any or all such officers by bond or otherwise.

SECTION 2. Election. The members shall elect the officers at the annual meeting in September. The officers must be members of the Corporation in good standing.

SECTION 3. Term. The term of office of all officers shall be one year and they shall have such authority as prescribed by resolution of the members.

SECTION 4. Resignation or Removal. An officer of the Corporation may resign at any time by tendering his/her resignation in writing to the President of the Corporation. The same committee may remove any officer or agent whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

SECTION 5. Vacancies. The Corporation shall fill a vacancy in any office because of death, resignation or removal for the unexpired term of such office.

ARTICLE VI -RESPONSIBILITIES OF OFFICERS

SECTION 1. General. The officers of the Corporation shall perform duties that follow, and the Corporation's Exec. or the President may assign such additional duties as chief executive officer of the Corporation; he or she shall preside at all meetings of the members; he or she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the members to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation.

SECTION 2. President. The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the members; he or she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the members to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He or she shall be a member of all committees and shall have the general powers and duties of supervision and management usually vested in the Office of the President. He or she shall appoint members to the committees established by the Board.

SECTION 3. Vice President. The Vice-president shall act in all cases for and, as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.

SECTION 4. Recording Secretary. The Secretary shall attend all sessions of the Corporation and act as clerk thereof, and record all the votes of the members and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board when required. He or she shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be.

SECTION 5. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board members, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer will chair the Finance Committee.

ARTICLE VII – COMMITTEES

SECTION 1. General. The Board may, by resolution adopted by a majority of the members in office, establish one or more committees to consist of at least one (1) executive member of the Corporation. Persons who are not members of the Board may serve on a committee, provided that there is at least one member of the Board who must be the Chairperson. Committee membership is open to members of FOLT in good standing.

Any such committee, to the extent provided in the resolution of the Board, or in the by-laws, shall have and may exercise all of the powers and authority of the Board, except that no such committee shall have any power authority as to the following:

- a. The adoption, amendment or repeal of the By-laws.
- b. The amendment or repeal of any resolution of the Board.

The following shall be standing committees of the Corporation

- a. Officers
- b. Professional Enrichment
- c. Community Outreach
- d. Production Support
- e. Development
- f. Finance
- g. Nomination
- h. Public Relations/Marketing

SECTION 2. Officers The committee shall consist of all the officers of the Corporation. The President of the Corporation shall chair the Officers Committee. This Committee may be convened by the President of the Corporation initiative or upon request of any officer of the Committee. The Officers Committee may exercise all powers of the Corporation between meetings of said committee. This committee shall also be responsible for making recommendations regarding the mission statement of the Corporation and for providing the Corporation with an Annual Progress Report.

SECTION 3 Professional Enrichment The Professional Enrichment Committee shall determine how the Corporation will support the integration of the arts in education and have the responsibility of establishing and managing such activities as deemed appropriate to enriching the theater education of Liberty High School students. These activities can include but are not limited to: master classes in theater performance, production, voice, movement, etc.; artists-in-residencies; educational excursions to professional theater productions and events. The Chairperson of the Professional Enrichment Committee sits on the Board and reports committee activities to the Corporation and gaining budgetary approval as required.

SECTION 4 Community Outreach The Community Outreach Committee develops and implements work within the community by members of FOLT and the Liberty High School theater students. This can include, but is not excluded to, outreach to middle and elementary schools, senior centers, and after school programs. The Chairperson of the Community Outreach Committee sits on the Board and reports committee activities to the Corporation and gaining budgetary approval as required.

SECTION 5 Production Support The Production Support Committee is responsible for being a direct liaison to the Director of Liberty Theatre. The Production Support Committee oversees the process of communication and assistance to help fulfill those needs expressed by the Director for each production's success. This Committee will also work to prioritize and designate specific major support areas for productions for approval by the Board. The Chairperson of the Production Support Committee sits on the Board and reports committee activities to the Corporation and gaining budgetary approval as required.

SECTION 6 Development The Development Committee develops fund raising strategies, which may include grant writing and special events. The committee is responsible for working on annual and major gift campaigns. This committee will also work to prioritize and designate general areas to be funded, solicits and evaluates proposals and makes recommendations to the Board for the allocation of funds. The Chairperson of the Development Committee sits on the Board and reports committee activities to the Corporation and gaining budgetary approval as required. The Development Committee is also responsible for maintaining the records of the membership and working to attract alumni.

SECTION 7 Finance The Finance Committee shall be comprised of three (3) or more members who do not have any relationships, which would interfere with the exercise of their independent judgment in carrying out the responsibilities of the Committee. The committee shall review and approve the yearly audit of the Corporation and submit such audit to the Board for its approval. The Finance Committee will also be responsible for tracking the Board approved percentage of funds designated to support Liberty theatre productions. The Chairperson of the Finance Committee will be the Treasurer of the Corporation.

SECTION 8 Nomination The Nominating Committee maintains records of Board members term of office and informs the Board of the status of each member's term. The committee solicits recommendations from the Board for nominations and proposes a slate of candidates for approval to the membership at the annual meetings. Vacancies may be filled as the need arises. The committee is responsible for monitoring the continued rotation of Board members so that one-third of their terms expire each year. The Chairperson of the Nomination Committee sits on the Board and reports on the committee's activities and attaining any budgetary approval required.

SECTION 9 Public Relation/Marketing – The Public Relation/Marketing Committee is responsible for any and all activities related to the promotion of the organization and its mission. These activities will include but not be limited to press releases, brochures, media campaigns, special

events promotions, etc. The committee is also responsible for maintaining and developing communication to the general membership through our newsletter; and upkeep and development of the website and other social media. The Chairperson of the Public Relation/Marketing Committee sits on the Board and reports on the committee's activities and attaining any budgetary approval required.

SECTION 10 At Large Members The At-Large Members of the Board may be chosen from the general membership of FOLT in good standing. At Large Members are chosen to help round out the leadership of the Board and ensure a wide representation of the membership of FOLT.

SECTION 11 Student One student representative from Liberty Theatre shall be appointed to sit on the Board to give voice to the current students involved in Liberty Theatre and to report to the students those activities of FOLT that require student support and involvement.

SECTION 12 Honorary Members The Honorary Members shall include the current director of Liberty Theatre productions; Members Emeritus; and community members whose areas of expertise as well members of the wider community who have special expertise or interests from which the Board can draw. Membership on the Board is also open to those whose extraordinary and exemplary service to the Corporation deserves special recognition and whose counsel and insight are deemed beneficial to the Corporation. Members of the Honorary Board will have no voting privileges.

ARTICLE VIII -BOOKS AND RECORDS

SECTION 1. Records. The Corporation shall keep an original or duplicate records of the proceedings of the Board, the original or a copy of its By-laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate register, giving the names of the members of the Board, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

SECTION 2. Inspection. Every member of the Board shall, upon written demand under oath stating the purposes thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the register, books and records of account, and of the proceedings of the members, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, a power of attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the member of the Board, shall accompany the demand under oath. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX -TRANSACTION OF BUSINESS

SECTION 1. Real Property. The Corporation shall make no purchase of real property. However, the Corporation may receive gifts of real property and thereafter may sell, mortgage, lease away or otherwise dispose of its real property. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

SECTION 2. Fees. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and be divided or distributed in any manner whatsoever among the members or officers of the Corporation. All pass through and restricted funds will be subject to a fee to be recommended by the finance committee and approved by a majority of the members of the Board.

SECTION 3. Disbursement of Funds. All checks or demands for money and notes of the Corporation shall be signed by at least two officers as the Board may from time to time designate.

ARTICLE X-ANNUAL REPORT

SECTION 1. Contents. The President and Treasurer shall present annually to the Board a report showing in appropriate detail the following:

The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

- a. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- b. Revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate dates with respect to each trust fund held by or for the Corporation.
- c. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

SECTION 2. Filing. This report shall be filed with the minutes of the annual meeting of the Board and the membership. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI –FISCAL

SECTION 1. Fiscal. The fiscal year shall begin on the first day of July.

SECTION 2. Authorization. All checks, drafts or other orders for payment of money, notes or other evidence of Indebtedness, issued in the name of the Corporation, shall be authorized by budget or allocation resolution of the Board and shall be signed or endorsed by persons and in such manner as from time to time shall be determined by resolution of the Board.

SECTION 3. Reversion Statement. In the event that FOLT as a Corporation chooses to disband, all remaining funds will revert to the Bethlehem Area Education Foundation for appropriate dissemination.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND EXECUTIVE MEMBERS

SECTION 1. The Corporation shall indemnify every member and officer, their heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a executive member or officer of the Corporation, except as to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters, covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such executive member or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such member or officer may be entitled.

ARTICLE XII -AMENDMENTS

By-laws may be adopted, amended or repealed by the two-thirds vote of members of the Exec. at any regular or special meeting duly conveyed after notice of that purpose.

ARTICLE XIII – EFFECTIVE DATE

These By-laws shall be effective as of January 1, 2009.

These amended By-laws shall be effective August 25, 2010.

These amended By-laws shall be effective September 1, 2011.

These amended By-laws shall be effective September 18, 2012.

ATTACHMENT A
Membership Level of Giving

Donation Level	Window Cling	Soiree Ticket	Plaque Plate	Liberty Shows program listing	Soiree Program listing
<i>(For individuals/families)</i>					
Friend \$20-\$49 (Student \$10)	X			X	X
<i>(For individuals/families/organization/business)</i>					
Ensemble \$50 – \$199	X	discount		X	X
Director \$200 – \$499	X	1 free	X	X	X
Producer \$500 – \$1,999	X	2 free	X	X	X
Spotlight \$2,000 – \$4,999	X	3 free	X	X	LOGO
Angel \$5,000 +	X	4 free	X	X	Full Page