

**BYLAWS OF
MAIN STAGE PRODUCTIONS INC.
Revision C
May 11, 2009**

ARTICLE I NAME

The name of this organization is Main Stage Productions, Inc.. The corporation may operate as (DBA) Stage Right, Alpha Company, Bravo Company, or Fresh Bread. The DBAs are reserved for separate (future) divisions of the corporation.

ARTICLE II OBJECTIVES AND PURPOSES

Section 1:

The purposes of this not-for-profit organization are:

First: To present theatre productions appropriate for all ages for the cultural education, entertainment, and inspiration of the community that support the Crighton Theatre.

Second: To foster and develop, through theatrical workshops, seminars and other appropriate means, the artistic talents and skills of company members and other interested persons.

ARTICLE III MEMBERSHIP

A member shall be defined as a person who has been invited by an existing member and accepted by a majority vote of the existing membership present at an annual meeting.

The original members of the organization shall be defined as the members of the first Board of Trustees,

ARTICLE IV ORGANIZATION

Section 1:

The Board of Trustees shall be composed of 7 persons except as hereinafter provided. All trustees shall be chosen at the beginning of the fiscal year by the membership.

Section 2:

The officers of this organization shall be elected annually. They shall consist of a President, Vice-President for External Affairs, Vice-President for Education, Vice-President for Finance, Vice-President for Development, Vice-President for Technical Staff, and Vice-President for Artistic Staff. Officers will have participated in at least one show in the previous season.

Section 3:

The officers shall constitute the Executive Board.

Section 4:

The board may expand its size to include additional members as directed by the membership.

Section 5:

All vacancies on the Board shall be filled by the Board.

ARTICLE V MEETINGS

Section 1: Executive Board Meeting.

Meetings of the Executive Board shall be held as needed.

Section 2: Meetings of Board of Trustees.

Meetings of the Board of Trustees shall be held as needed.

Section 3: Quorum

A quorum of the Board of Trustees shall be a majority of the members of the Board.

Section 4: Board of Trustee Voting.

Each Trustee present shall be entitled to one vote except as defined in Article IV, Section IV. Present shall be defined as in person or participating electronically.

Section 5: Annual Membership Meeting

There shall be an Annual Membership meeting of the Main Stage Productions Inc. on a date designated by the Board of Trustees.

Section 6: Annual Membership Voting

A majority of those members present at the Annual Membership meeting shall rule.

ARTICLE VI TERMS OF OFFICE

Section 1: Officers.

All officers shall serve for a term of one year.

Section 2: Trustees.

Each trustee shall serve for a three year term.

ARTICLE VII DUTIES OF OFFICERS

The duties of the officers are referenced by Robert's Rules of Order.

ARTICLE VIII DUTIES OF THE EXECUTIVE BOARD

Section 1: General Business.

The Executive Board shall administer the day to day operation of the organization. It shall refer any point upon which it fails to agree to a vote of the Board of Trustees.

ARTICLE IX DUTIES OF BOARD OF TRUSTEES

Section 1: Plays.

The Board of Trustees shall be responsible for play selection and scheduling. If play selection is delegated to the Play Reading Committee then said committee's recommendations are final. The Board of Trustees shall choose a Production Coordinator and Director for each play and, in the case of failure of a Director or Production Coordinator, assume full responsibility for production of the play. It shall rule on any matter referred to it by the Director or Production Coordinator or production staff.

Section 2: Finances.

The Board of Trustees shall approve the budget for each play and the various Standing Committees.

Section 3: Standing Committees.

The Board of Trustees shall appoint chairperson annually to the following Standing Committees: Publicity, Education, Finance, Play Reading, Program, Lobby.

ARTICLE X STANDING COMMITTEES

Section 1: Establishment.

The following Standing Committees may be established to assist in the conduct of the affairs of the organization.

A. Publicity. This committee shall consist of a chairperson (Vice-President for External Affairs) and a sufficient number of members to be determined by the Board of Trustees. It shall prepare and arrange for all publicity for the organization including releases of a general character and those related to individual productions. Publicity activities shall be subject to the prior approval of the Executive Board. Publicity shall be responsible for preparation of the playbill for each theatrical production including design, printing, and the solicitation of advertising contributors to support the cost thereof. Publicity shall appoint a lobby coordinator plus obtain ushers and concession personnel for each performance.

B. Education. This committee shall consist of a chairperson (Vice-President of Education) and a sufficient number of members to be determined by the Board of Trustees. This group will organize training sessions, workshops, and other outreach programs for the community.

C. Finance Committee. This committee shall consist of the Treasurer (Vice-President for Finance) a sufficient number of members to be determined by the Board of Trustees. The committee shall prepare an annual budget for the next fiscal year to be submitted for approval by the Board of Trustees.

D. Fund Raising Committee. This committee shall consist of the chairperson (Vice-President for Development) and a sufficient number of members to be determined by the Board of Trustees. The committee shall organize fund raising drives and coordinate grant applications.

E. Technical Staff. This committee shall consist of a chairperson (Vice-President for Technical Staff) and a sufficient number of members to be determined by the Board of Trustees. The committee shall organize physical resources and personnel necessary to execute the vision of the play directors with regards to production values.

F. Artistic Staff. This committee shall consist of a chairperson (Vice-President for Artistic Staff) and a sufficient number of members to be determined by the Board of Trustees. The committee shall suggest plays and work with the play directors to achieve the artistic vision of the selected plays.

ARTICLE XI ELECTIONS

Section 1: Method of Electing.

All officers shall be elected by written ballot or voice vote once a year.

ARTICLE XII THEATRICAL POLICY

Section 1: Policy.

Main Stage Productions Inc. state the following to be their basic theatrical policy:

A. That a goal of the organization is to achieve a finished production of any theatrical presentation.

B. That plays shall be selected with due regard for excellence, audience appeal, and production practicability.

C. That a minimum of four plays shall be presented each year.

D. That further goals shall be to provide the opportunity and media for the exercise and enhancement of the creative talents and skills of the members and other interested persons; foster the enjoyment of the production staff in presenting the best of living theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.

Section 2: Casting.

The selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question; and, in the case of season ticket plays, must be based on public auditions. The casting of a play shall be under the control of the Director. Advance public notice of tryouts must be made. Tryouts shall be held over a sufficient period of time to provide all interested persons an opportunity to appear.

Section 3: Directors.

A Director shall be chosen for each play by the Board of Trustees prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the artistic interpretation and overall production of the presentation.

Section 4: Production.

The Vice-President for Technical Staff may select Production Coordinators to help directors with their plays. A production staff shall be formed by each Production

Coordinator to perform such functions as lighting crew, stage crew, makeup, and costumes. The Production Coordinator shall be responsible for the coordination of the efforts of the production staff, subject to the general supervision of the Director. The Production Coordinator may enlist the aid of members and non members in the formulation of the production staff formulate rules for the conduct of the production aspects of the performance. The production staff shall assure that proper care is taken of the facilities used for the production whether rented, borrowed, or owned by Main Stage Productions Inc.

The Stage Manager for each show can be a separate position reporting to the Production Coordinator or s/he may function as both Production Coordinator and Stage Manager.

ARTICLE XIII FISCAL YEAR

The Fiscal Year of Main Stage Productions Inc. shall be from January 1 to December 31.

ARTICLE XIV AMENDMENTS

Section 1: Method of Amending.

Amendments to these Bylaws may be proposed by any member of the Board of Trustees.

Section 2: Adoption.

These Bylaws may be amended by the two thirds affirmative vote of the Board of Trustees voting at a general, specific, or annual meeting at which there is a quorum present.

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern this organization, except insofar as they may be inconsistent with these Bylaws.

ARTICLE XVI SUSPENSION OF BYLAWS

Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board of Trustees by an affirmative vote of two-thirds of the Board of Trustees with the exception of any matter that is disallowed by State or Federal Law.

ARTICLE XVII REMOVAL OF MEMBER FOR CAUSE

Section 1:

Any Trustee, member, or participant in a sponsored event may be removed for just cause by a two-thirds vote of the membership present at a called meeting of the Board of Trustees.

ARTICLE XVIII MISCELLANEOUS PROVISIONS

Section 1. Code of Ethics -- Conflict of Interest

All members of the Board of Trustees shall be guided by the provisions set forth in the Conflict of Interest policy in the Procedures Manual.

ARTICLE XIX DISSOLUTION

Section 1:

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all the assets of the Corporation exclusively for the purposes of the Corporation 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 Section 501 C3 of the Internal Revenue Code of 1954 (or any future corresponding provision of such code), as the Corporation shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operating exclusively for such purposes. Also, this Corporation is organized and shall conduct its affairs in a manner which shall be in conformance with the type of Corporations for which an exemption is provided under Section 171.063 of the Texas Tax Code or any revisions thereof.