

The Susquehanna Stage Company, Inc.
264 West Market Street (Rear)
P.O. Box 23
Marietta, Pennsylvania 17547

Mission and Bylaws

November 23, 2008
Revised November 8, 2015

Mission

The mission of The Susquehanna Stage Company is to celebrate, through theatrical performances, the common humanity binding us all together. We seek to create extraordinary theatre experiences that educate, challenge, inspire and serve the community and to be a community gathering place for active exchange about culture and the power of creativity. Our aim is to engage audiences of diverse ages, cultures and economic backgrounds through educational, intercultural and outreach programs.

Article I: Membership and Meetings of Members

Section 1 - The following shall be the By-laws of the above corporation, a non-profit corporation organized under the General Corporation Law of the State of Pennsylvania, and hereinafter called the "Susquehanna Stage Co." Any of the sections or subsections conflicting with incorporation laws of the State of Pennsylvania shall be considered null and void.

Section 2 - The members of the Susquehanna Stage Co. shall be the trustees then in office and additional persons who qualify in accordance with the following sections.

Section 3 - Members:

A. General Authorities. Except as may be otherwise provided by law, or by the Certificate of Incorporation, or by these By-Laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership, and the provisions governing the withdrawal suspension and expulsion of members shall be decided by the Board of Directors.

B. Classification of Members. Members of the Susquehanna Stage Co. shall be classified as follows:

(1) Active Members - Those members who actively participate in the functions of the Susquehanna Stage Co. in accordance with the criteria established from time to time by the Board of Directors.

(2) Founding Members - Those members who, through their efforts were instrumental in the founding of the Susquehanna Stage Co.

(3) Life Member - Those members who, in each of at least ten (10) years, have actively participated in the Susquehanna Stage Co. by having been one of the following:

- a) Active in more than one production
- b) A committee chairman for more than one production
- c) A member of the Board of Directors
- d) An active member of a committee for more than one year
- e) A Founding Member.

C. Voting Qualifications. In order to qualify as a voting member of the Susquehanna Stage Co., a member must meet the following criteria:

- (1) Must be at least eighteen (18) years of age.
- (2) Must be an Active Member, or be a Founding Member or a Life Member.
- (3) Must have attended at least one (1) general membership meeting of the Susquehanna Stage Co.

D. Termination of Membership. Except as otherwise required by law or by the Certificate of Incorporation or by these By-Laws, any right of members to vote and any right, title, and interest of any member in or to the Susquehanna Stage Co. and its properties and franchises, shall cease and divest upon termination of his or her membership. Membership may only be terminated by a two-thirds vote of the then current members present at a Special Meeting duly called for that purpose as prescribed herein.

Section 4 - Annual Meeting for the Election of Directors: The annual meeting of the members for the election of the Board of Directors of the Susquehanna Stage Co. shall be held at the office of the Susquehanna Stage Co. or at such other place within or outside the Commonwealth of Pennsylvania as may be determined by the Board of Directors and as shall be designated in the notice of said meeting in the month of April of each year not to be held on a legal holiday, for the purpose of electing Directors and for the transaction of such other business as may properly be brought before the meeting.

Section 5 - Special Meetings: Special meetings of the members may be called by the Board of Directors or by at least five (5) qualified voting members of the Susquehanna Stage Co. by written petition to the Board of Directors. Upon receipt of such a petition, the Board shall call a special meeting within ten (10) days which shall be held at the office of the Susquehanna Stage Co. or at such other place within or outside the Commonwealth of

Pennsylvania as may be designated in the notice of said meeting. Business at said special meeting shall be limited to that stated in the notice or petition.

Section 6 - Notice of Meeting: Notice of the purpose or purposes and the time and place of the annual and any special meeting of members shall be in writing and signed by the Secretary or Assistant Secretary, and a copy thereof shall be posted on the Susquehanna Stage Company web site and/or served either personally or by mail upon each member of record entitled to vote at such meeting not less than seven (7) days prior to the meeting. Such further notice shall be given as may be required by law. No notice of an adjourned meeting of members need be given unless it shall be expressly required by statute. Annual or special meetings of members may be held without notice and without the lapse of any period of time provided that said requirements are waived in writing by the person or persons entitled to receive said notice.

Section 7 - Quorum: At all annual or special meetings, a majority of the members entitled to vote shall except as otherwise provided by law or the Certificate of Incorporation, constitute a quorum. If there be no such quorum, a majority of such members present may adjourn the meeting from time to time without further notice.

Section 8 - Meeting Chairman/Secretary: Meetings shall be presided over by the Chairman of the Board of Directors or, in his/her absence, by the Vice Chairman or, in his/her absence, by any other member chosen by the membership present. The Secretary of the Board of Directors or Administrative Director shall act as the Recording Secretary of the meetings or, in his/her absence, the Chairman shall appoint another to so act.

Section 9 - Voting at Annual or Special Meetings: At the annual or special meetings of the Susquehanna Stage Co., each qualified member will be entitled to one vote. The voting may, but need not be, by ballot and plurality of the votes cast shall elect. Those members qualified to vote but unable to be present at the time of elections, may request an absentee ballot which must be in the hands of the Secretary prior to the time elections are held. Voting by proxy shall not be permitted.

ARTICLE II: Board of Directors

Section 1 - Constitution and Membership: The property, affairs, and business of the Susquehanna Stage Co. shall be managed by its Board of Directors, consisting of not less than seven (7) Members, each of whom shall be an Active Member during his or her Directorship.

The members of the first Board of Directors shall be those persons elected by the incorporators of the Susquehanna Stage Co. The Board of Directors shall have seven (7) directors until changed by an amendment to these By-Laws. Except as hereinafter provided, directors shall be elected at the annual meeting of the members of the Susquehanna Stage Co., and each director shall be elected to serve for two years and until his/her successor shall be elected and shall qualify; provided, however, that failure to elect directors at the time designated therefore shall not work any forfeiture or dissolution of the Susquehanna Stage Co. If and when the number of directors shall be increased, the additional directors then to be elected by a majority or the directors in office at the time of

the increase or, if not elected prior to the next annual meeting of the members of the Susquehanna Stage Co., they shall be elected by said members.

Section 2 - Quorum: Four (4) members of the Board of Directors when acting at a meeting duly assembled, but in no event less than four (4) of the directors authorized shall constitute a quorum for the transaction of business. If any meeting of the Board of Directors where there shall be less than a quorum present, a majority of those may adjourn the meeting without further notice from time to time until a quorum shall have been obtained.

Section 3 - Vacancies: In case of one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the remaining directors, although less than a quorum may, by a majority vote, elect a successor or successors for the unexpired term or terms. A vacancy in the Board of Directors for the purposes of this section shall be deemed to exist whenever the members of the Susquehanna Stage Co. shall fail to elect directors.

Section 4 - Meetings: Meetings of the Board of Directors shall be held at such place within or outside of the Commonwealth of Pennsylvania as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of its Chairman by oral, telegraphic, electronic, or written notice duly served, sent or mailed to each director not less than two days prior to such meeting. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of the members of the Susquehanna Stage Co. at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the directors are present or if at any time before or after the meeting those not present waive notice of the meeting in writing.

Section 5 - Removal: At any special meeting of the members of the Susquehanna Stage Co., duly called as provided in these By-Laws, any director or directors may, by the affirmative vote of a majority of all the members entitled to vote, be removed from office, either with or without cause, and his or her successor or successors may be elected at such meeting or the remaining directors may, to the extent the vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Section 6 - Nominations and Elections: Nominations for election to the Board of Directors shall be made at any time prior to the election at the annual meeting. Only qualified voting members shall be able to nominate and each nomination must be seconded. Those nominees receiving the highest number of votes shall be declared elected. In the event of a tie vote, election shall be decided by a toss of the coin.

Section 7 - Qualifications: In order to qualify for election to the Board of Directors, a nominee must be a qualified voting member.

Section 8 - Term of Office: The members of the Board of Directors shall serve for a term of two (2) years, with the exception of the first Board of Directors in which four (4) of the

founding members shall serve for a term of three (3) years and three (3) shall serve for a term of two (2) years. Said term of office shall run from the first day of May in the year in which they are elected to the thirtieth day of April of the following year. A director may be elected to two (2) consecutive terms without further limitation. After a second term has been served, a director may not be elected to serve on the Board of Directors for a period of one (1) year.

Section 9 - Election of Officers: The newly-elected members of the Board of Directors shall, as soon after their election as possible, elect a Chairman, Vice Chairman, Secretary and Treasurer, to serve as the Executive Committee of said Board. Further, the Board of Directors may, from time to time elect such other officers as it deems necessary. The Executive Committee shall meet upon the call of the Chairman and shall take such steps as are necessary to fulfill the aims and purposes and to carry out the authorized activities of the Susquehanna Stage Co. All actions or recommendations of the Executive Committee will be reported to the Board of Directors at the next meeting thereof.

Section 10 - Duties and Responsibilities of Officers: The duties and responsibilities of the offices of the Board of Directors shall be as follows:

A. Chairman – The Chairman, as principal executive of the Board of Directors, shall have the general supervision over the activities and affairs of the Susquehanna Stage Co. and over the other officers; presides at all meetings of the Board of Directors and all general specific or annual meetings of the Susquehanna Stage Co.

B. Vice Chairman - The Vice Chairman assumes the duties and responsibilities of the Chairman in his or her absence. The Vice Chairman shall perform all such other duties as are incident to this office, and any or all other duties that may be delegated to the Vice Chairman by the Board of Directors.

C. Secretary - The Secretary shall issue notices of all meetings and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers, other than financial, shall attest with his/her signature all written contracts of the Susquehanna Stage Co. The Secretary shall perform all such other duties as are incident to this office, and any or all other duties that may be delegated to the Secretary by the Board of Directors.

D. Treasurer - Maintains the financial records of the Susquehanna Stage Co. in accordance with generally acceptable accounting procedures; has authority to receive and disburse funds in order to satisfy authorized expenditures and is responsible to the Board of Directors for all financial transactions of the Board of Directors. All checks written to disburse funds will be signed by no less than two persons of authority, to be determined by the Board of Directors. An annual audit of the books and accounts of the Corporation shall be conducted by a committee appointed by the Board of Directors. The Treasurer shall perform all such other duties as are incident to this office, and any or all other duties that may be delegated to the Treasurer by the Board of Directors.

Section 11 – Artistic Director and Administrative Director – The Board of Directors shall appoint an Artistic Director and an Administrative Director. The Artistic Director and an

Administrative Director shall be an Active Member, Founding Member or Life Member and shall be considered additional non-voting board members, such that the total number of members sitting on the board shall be no more than nine. The Board of Directors shall set forth the duties and responsibilities of the Artistic Director and an Administrative Director.

ARTICLE III: Committees

Section 1 - General Authorities: The Board of Directors shall, in its discretion, by the affirmative vote of a majority of the members, establish such committees and appoint such Chairmen as it shall from time to time, deem necessary in order to conduct or perform the various duties, functions and responsibilities of the Susquehanna Stage Co. Said committees shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to fill vacancies in, to change membership of, or to discharge any such committee.

Section 2 - Terms of Office: The term of office of the Committee Chairmen appointed by the Board of Directors shall be two (2) years and shall coincide with the term of office of the Board of Directors.

Section 3 - Vacancies: In the event a vacancy shall occur in the chairmanship of any committee by reason of death, resignation, or otherwise, the unexpired term of said chairman may be filled by the Board of Directors.

Section 4 - Duties and responsibilities: The committee chairmen appointed by the Board of Directors shall have the duties and responsibilities as may be, from time to time, established by said Board.

Section 5 - Standing Committees: The standing committees of the Susquehanna Stage Co. shall be:

A. Building Committee - This Committee shall be responsible for the maintenance and management of the physical plant and contents thereof owned by the Susquehanna Stage Co. and shall be responsible for such other duties as may be assigned it by the Chairman or the Board of Directors.

B. Finance Committee - This Committee shall be responsible for overseeing and managing the finances of the Susquehanna Stage Co., including the development of fundraising programs used to sustain the annual operating budget and shall be responsible for such other duties as may be assigned it by the Chairman or the Board of Directors.

C. Education Committee - This Committee shall be responsible for developing educational and outreach programs and shall be responsible for such other duties as may be assigned it by the Chairman or Board of Directors.

D. Marketing Committee - This Committee shall be responsible for marketing, promoting and establishing a brand for the theater and marketing the brand and such other duties as may be assigned it by the Chairman or Board of Directors.

E. Production Committee - The Production Committee shall have supervision and authority over all production activities of the Theater, subject to the direction of the Artistic Director, and shall be responsible for such other duties as may be assigned it by the Chairman or Board of Directors. Unless otherwise appointed by the Board of Directors, the Artistic Director shall be the Chairperson of the Production Committee.

ARTICLE IV: Indemnification

Every person who is, shall be, or shall have been a director or officer of the Susquehanna Stage Co. and his personal representatives shall be indemnified by the Susquehanna Stage Co. against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Susquehanna Stage Co. or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duty as such director or officer. Said costs and expenses shall include but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE V: Informal Action

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee therefore may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board or the committee.

ARTICLE VI: Fiscal Year

The fiscal year of the Susquehanna Stage Co. shall begin on the first day of January in each year and shall end on the thirty-first day of December next following, unless otherwise determined by the Board of Directors. The regular meeting of the Board of Directors held in December of each year shall be designated as the time in which the budget review and approval will take place for the following fiscal year.

ARTICLE VII: Corporate Seal



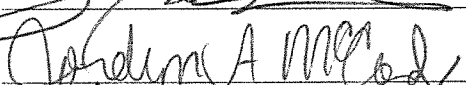
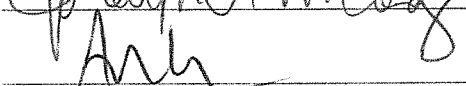

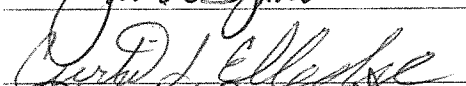
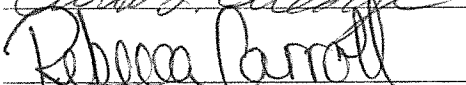
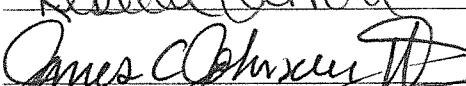
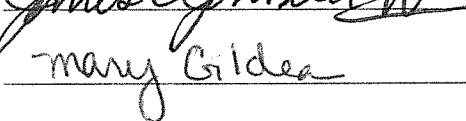
The official seal of the Susquehanna Stage Co. shall have inscribed thereon the name of the Foundation and the year of its incorporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping, or otherwise making, placing or affixing, upon any paper or engraved, lithographed, stamped or otherwise made, placed or

affixed, upon any paper or document by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

ARTICLE VIII: Amendments

These By-Laws may be amended, altered, or repealed, by a vote of two-thirds (2/3) of all the qualified voting members present at a special meeting called for said purpose, provided a quorum is present and written notification stating the purpose of said meeting has been made to all qualified voting members at least ten (10) days prior to said meeting.

We hereby certify that the foregoing is a full, true, and correct copy of the By-Laws of the aforementioned Susquehanna Stage Co., a Pennsylvania corporation, and is in effect on the date hereof.

	Matthew L. Homsher, Chairman
	Scott Mackison, Vice Chairman
	Jordyn McCrady, Treasurer
	Amy Hoffman, Secretary
	Jason W. Spickler, Board Member
	Curtis Elledge, Board Member
	Rebecca Carroll, Board Member
	James Johnson, Artistic Director
	Mary Gildea, Administrative Director