

Bylaws of the Philadelphia Dramatists Center

Article I: Membership

Section 1. Classes of Members

1.1 Members – A Member of the PDC can be any person involved in the creation of new works for performance. This includes, but is not necessarily limited to: playwrights; screenwriters; performance artists; directors of devised work; and others. Members must pay an annual membership fee of \$50. Members are entitled to participate in all regular PDC programs. Members shall have all voting rights at membership meetings.

1.2 Collaborative Artist – A Collaborative Artist of the PDC can be any person involved in the creation of new works for performance. This includes, but is not necessarily limited to: playwrights; screenwriters; performance artists; directors of devised work; and others. Members must annually make in-kind contributions to the PDC in the amount of \$50 or more. Collaborative Artists are entitled to participate in all regular PDC programs. Collaborative Artists shall have all voting rights at membership meetings.

1.3 Student Members – A Student Member of the PDC can be any person who would fall into the category of Member, but is also a currently enrolled student at a Secondary or Post- Secondary school. Student Members must pay an annual membership fee of \$20 and present confirmation of their current enrollment in a college, university, or secondary school. Student Members shall have all voting rights at membership meetings.

1.4 Honorary Lifetime Members – Honorary Lifetime Membership in the PDC is bestowed upon those who have made exceptional contributions and shown tremendous dedication to the furthering of PDC's goals and the health and stability of PDC as an organization. Honorary Lifetime Membership shall be granted upon a majority vote of the Board of Directors. No more than two Honorary Lifetime Memberships may be granted in any one year. Honorary Lifetime Members shall have all voting rights at membership meetings. Members who up to the adoption of these bylaws held the title of “Lifetime Member” will be converted into Honorary Lifetime Members.

1.5 At-Large Members – An At-Large Member of the PDC can be any person who wishes to support the PDC and take advantage of the website features available to Members. At-Large Members must pay an annual membership fee of \$25. At-Large Members do not receive voting privileges within the organization and may not serve as members of the Board of Directors of the PDC. Exception to this rule may be made on a case by case basis by a two thirds majority vote of the Board of Directors then in office.

1.6 Other Classes of Members – The Board may create other classes of members by a majority vote of the Directors then in office.

Section 2. Membership Fee

2.1 – Failure to pay the annual membership fee within 30 days of the due date shall result in termination of the membership.

2.2 – At the sole discretion of the Board of Directors an extension of membership may be granted beyond the 30 day grace period on a case by case basis.

Section 3. Rights of Members

3.1 - Upon payment of the membership fee, members shall be entitled to receive benefits of membership as shall be determined by the Board of Directors; to vote at all membership meetings on such issues as may be put before the membership for a vote; to be elected to the Board of Directors; and to hold any office of this corporation, except where expressly disallowed in these Bylaws.

Section 4. Annual Membership Meetings

4.1 – Annual meetings of the members shall be held in September at such time(s) and place(s) as shall be determined by the Board of Directors by resolution.

Section 5. Special Membership Meetings

5.1 – Special meetings of all members may be called by a majority of the Board of Directors of the Corporation, by the Board President, or by the written request of at least 20% of the current members.

Section 6. Notice of Meetings

6.1 – Written notice stating the place, day, and hour of any meetings shall be delivered to the members not less than 7 nor more than 30 days prior to the date of the meetings either personally, by phone, by mail, or by electronic mail at the direction of the President or Secretary of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail with postage thereon prepaid, addressed to the members at their most recent addresses as they appear on the records of the Corporation. In the case of the annual meetings, the notice shall contain a list of individuals nominated for election to the Board of Directors. In the case of special meetings, the notice shall set forth the purpose for which the meeting is being called. Notice of any meeting may be waived either before or after such meeting by any member entitled to receive such notice. The presence of any person at a meeting shall constitute waiver of notice thereof, unless presence is for the purpose of objecting to the lack or manner of notice.

Section 7. Quorum and Vote

7.1 – Unless a greater proportion is required by law, those members present at any annual or special meeting of members shall constitute a quorum for the transaction of business.

7.2 – The action of a majority of the members present at any meeting at which there is a quorum shall be the act of the members.

Article II – Board of Directors

Section 1. Purposes and Powers

1.1 – The operations and affairs of the corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers.

Section 2. Number

2.1 – The Board of Directors shall consist of not less than 7 nor more than 21 directors. The exact number of directors shall be fixed from time to time by resolution of the Board of Directors. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of their term.

Section 3. Composition

3.1 – The Board of Directors shall consist of, at minimum: A President, a Vice-President, a Secretary, a Treasurer, and at least three Members, Collaborative Artists, Student Members, or Honorary Lifetime Members.

3.2 – All Directors shall either be members or immediately become members of the Corporation upon election to the Board.

Section 4. Election and Term of Office

4.1 – The term of office of each director shall be two years or until a successor is duly qualified and elected.

4.2 – Candidates for the Board shall be recommended for office by a nominating committee consisting of members of the Board of Directors.

4.3 – Directors who have been nominated by the nominating committee of the Board of Directors may be elected by a vote of a majority of the members at any regular membership meeting or a special membership meeting called for the purpose of holding elections.

4.4 – The terms of the directors shall be staggered so that at least 40% of the directors then in office come up for election every year.

4.5 – Directors may serve no more than three consecutive full two-year terms, unless a Director is serving as an officer in the second year of the third consecutive term, in which case such director may, at the sole discretion of the Board, be elected to serve a fourth consecutive term of one or two years. If a Director begins serving on the Board by completing the balance of a full two-year term due to a vacancy in a position, such service shall not be counted for the purposes of these limitations.

Section 5. Vacancies and Removal

5.1 – A vacancy on the Board of Directors shall be declared upon notice of the death, resignation, or removal of any director.

5.2 – A vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. Each director so elected to fill a vacancy shall hold office from the

time of his or her election for the balance of the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

5.3 – If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.

5.4 – The Board of Directors may remove a director, with or without cause, by an affirmative vote of two-thirds of all directors then in office.

5.5 – If, at any time and for whatever reason, the total number of directors currently in office drops below the required seven and a properly nominated candidate is not available to join the Board of Directors a temporary director may be named at any special or regular membership meeting. This director will be referred to as an Interim member of the Board of Directors and their term may not exceed three months before a properly nominated candidate must take their place.

5.6 – The Board of Directors may remove a director, with or without cause, by an affirmative vote of two-thirds of all directors then in office.

Section 6. Meetings

6.1 – Meetings of the Board of Directors shall be held at any place designated by the Board of Directors.

6.2 – Annual meetings of the Board of Directors shall be held in September following the annual membership meetings at such time and place as the Board of Directors may determine for the purpose of organization, appointment of officers, and the transaction of such other business as may be brought before the meeting.

6.3 – Regular meetings of the Board of Directors shall be held at least every quarter at such times and places as the Board of Directors may determine by resolution. The Secretary shall mail a copy of such resolution to any director who was not present at the time such resolution was adopted, but no further notice of such regular meeting need be given.

6.4 – Special meetings of the Board of Directors for any purpose may be called at any time by the President, Vice-President, or by any two directors.

6.5 – Meetings of the Board of Directors may be held by means of communication that allows all directors to simultaneously hear each other.

Section 7. Notice

7.1 – Notice of the time and place of all meetings of the Board of Directors may be given orally (including by telephone) or delivered in writing personally or by mail, e-mail or telegram at least five days before the meeting. Notice mailed or telegraphed shall be directed to the address shown on the corporate records or to the director's actual address ascertained by the person giving the notice.

Section 8. Quorum and Vote

8.1 – A quorum shall consist of not less than four members of the Board of Directors. In the absence of

a quorum, those directors present may conduct any business other than that which requires a quorum.

8.2 – Unless a greater number is required by Pennsylvania law or these bylaws, the vote of a majority of the directors present at any meeting at which there is a quorum shall be an act of the Board of Directors.

Article III. Officers

Section 1. Designation, Election, Qualification

1.1 – The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such subordinate officers as the Board of Directors shall from time to time appoint. All officers shall be elected by the Board of Directors and the organization’s members at the annual meeting.

1.2 – A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments for such office, except that in the event the office of President is vacated, the Vice-President shall assume the office of President for the remainder of the President’s term.

Section 2. Rights & Stipulations of Officers

2.1 – Any officer may be removed, with or without cause, by a majority vote of the Board of Directors.

2.2 – Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein.

2.3 – This section shall not affect the rights of the Corporation or any officer under any express contract of employment.

Section 3. Duties of the President

3.1 – The President shall preside at all meetings of the members and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. In addition, the President shall be the chief operating officer of the Corporation and shall, subject to the approval of the Board of Directors, have general supervision, direction, and control of the operation and affairs of the corporation.

Section 4. Duties of the Vice-President

4.1 – In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall also perform such duties as may be assigned by the Board. In addition, the Vice-President will be the chief officer in charge of strategic planning for the organization and shall serve as Chair of the Strategic Planning Committee.

Section 5. Duties of the Secretary

5.1 – The Secretary shall keep or cause to be kept a book of minutes of all meetings of the members showing the time and place of the meeting, whether it was regular or special and, if special, how

authorized, the notice given, the names of those present at the meeting, and the proceedings thereof. In addition, the Secretary shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 6. Duties of the Treasurer

6.1 – The Treasurer shall be responsible for the financial affairs of the Corporation, shall serve as chair of the Finance Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Article IV. Committees

1.1 – The Board may, by resolution adopted by a majority of Directors in office, designate Board Committees. Such committees, to the extent permitted by law and provided in such resolution, in the Articles of Incorporation or these Bylaws, shall have and exercise the authority of the Board in the management of the Corporation. Such committees may have members other than directors, however, any non-director member shall not have the right to vote and shall act as a consultant to the director members. All votes of such committees shall be limited to the directors who are its members.

Article V. Executive Director

1.1 – The Board of Directors shall have the power to employ an Executive Director for such period or periods of time and at such compensation and with such responsibilities as the Board of Directors may determine.

Article VI. Corporate Records and Reports – Inspection

Section 1. Records

1.1 – The Corporation shall maintain adequate and correct books, records, and accounts of its operation and properties. All of such books, records, and accounts shall be kept at its place of business as fixed by the Board of Directors from time to time except as otherwise provided by law.

Section 2. Inspection of Books and Records

2.1 – All books, records, and accounts of the Corporation shall be open to inspection in the manner and to the extent required by law.

Section 3. Certification and Inspection of Bylaws

3.1 – The original or a copy of the Bylaws and amendments thereto, certified by the Secretary shall be open to inspection in the manner and to the extent required by law.

Section 4. Checks, Drafts, Etc.

4.1 – All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed and endorsed by the Treasurer, Executive Director, President, or by such persons as shall be determined by resolution of the Board.

Section 5. Annual Audit

5.1 – An annual audit shall be made of the books and accounts of the Corporation if authorized by the Board of Directors.

Section 6. Execution of Documents

6.1 – The Board may, except as otherwise provided in the Bylaws, authorize any officer or agent to enter in to any contract or execute any instrument in the name of or on behalf of Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or for any amount.

Section 7. Tax Returns or Filings

7.1 – The Board of Directors, or officers selected by the Board, shall arrange for the timely filing of all tax returns or state and federal filings, annual or otherwise.

Article VII. Indemnification

1.1 – The Corporation shall indemnify to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law any person who is made, or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, or employee of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, or employee, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to set the amount of indemnification shall be determined in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law in effect at the time of the determination.

Article VIII. General Provisions

Section 1. Seal

1.1 – The corporate seal, if any, shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of its incorporation.

Section 2. Amendment of Bylaws

2.1 – The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors in office.

Section 3. Waiver of Notice

3.1 – Whenever a notice to any director is required by law, the Articles of Incorporation or the Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to giving notice.

Section 4. Action Without a Meeting

4.1 – Any action which the law, the Articles of Incorporation, or the Bylaws require or permit directors to take at any meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of the minutes of the Corporation.

Section 5. Additional Provisions

5.1 – Notwithstanding any other provision of these Bylaws, no compensation shall be paid by the Corporation to officers or directors (excluding the Executive Director) for their services, unless authorized by the Board of Directors.

Section 6. Conflict of Interest Transactions

6.1 – A conflict-of-interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. A conflict-of-interest transaction is not voidable, or the basis for imposing liability on the Director, if the transaction:

- a) is fair to the Corporation at the time it is entered into; or
- b) is approved by a vote of the Board if the material facts of the transaction and the Director's interest are disclosed or known to the Board or; or
- c) receives the approval of the Attorney General or of the circuit court in an action in which the Attorney General is joined as a party.

6.2 – For the purposes of this section, a Director of the Corporation has an indirect interest in a transaction if:

- a) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or
- b) another entity of which the Director is a Director, Officer, or Trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors.

6.3 – For the purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section.

6.4 – The Corporation may not lend money to or guarantee the obligation of a Director or Officer of the Corporation; provided, however, that the corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer if, in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.