

Bylaws of the Blueberry Pond Arts Center, Inc.

Article I

Purpose

The Blueberry Pond Arts Center Inc. (“BPAC”) is a non-profit creative Ensemble Company for the performing arts. BPAC is located in Westchester County, New York. Our vision is to cultivate and encourage talented writers, directors, singers and dancers of all ages to discover their uniqueness in the development and performances of bold and original material. While our base is local we expect our creative reach to be widespread and influential.

Article II

Membership

Section 1. Membership

Membership is by invitation only by the Board of Directors. The Board may elect for administrative purposes to delegate the processing and selection of new members to the Executive Committee. Membership will be granted to individuals that demonstrate a continuing interest and support for the purpose and goals of BPAC. There is no charge for membership. Membership shall not be denied on the basis of race, religion, age (except that members will be at least 18 years of age), national origin, disability, gender or affectional preference. Any two members may recommend new membership. The Secretary shall prepare a supply of forms that shall be used to nominate members. At each meeting of the Board of Directors, the Secretary shall prepare a list of all persons who were nominated for membership, accepted or rejected as new members, or whose membership status is pending. Membership of any person may be revoked by either a majority vote of the Board of Directors. Membership or non-membership does not qualify or disqualify individuals from participating in activities established by BPAC except membership and Board meetings unless invited as non-voting observers or as guests by the President, Secretary or General Counsel.

Section 2. Regular Meeting

Every three years, starting in March 2005, there will be a meeting of the general members to elect Board members.

Section 3. Special Meetings:

The President, the Board of Directors, or not less than 25% of the membership may call special meetings of the members.

Section 4. Notice of Meetings

Written Notice stating the place, day and hour of any meeting of the members shall be delivered either personally, by US Mail or email to any member entitled to vote at such meeting, not less than five (5) business days, nor more than thirty (30) business days before the date of the meeting. Inclusion of the notice in any regularly published newsletter of the organization shall constitute notice so long as the delivery of the newsletter meets the required standard noted above.

Section 5. Quorum

Twenty-Five percent (25%) of the membership must be present at an annual or special meeting to constitute a quorum. In the event that a quorum is not present the President may set another meeting with or without a notice requirement and adjourn the meeting.

Section 4. Voting

A member must be in good standing for at least 30 days prior to the meeting to be eligible to vote. Votes will be by open out-cry or a counting of hands, unless written balloting (open or secret) is directed by the President or a motion of 25% or more of members request written balloting (either secret or open). Each member in good standing shall be entitled to one vote. Proxies may be sent to the Secretary. The Board may send Proxy forms with the meeting announcement that include candidates recommended by the Board and questions recommended by the Board. If the Board recommends candidates, space will be left for write-in candidates. Proxies submitted in any other form other than those approved by the Board will be reviewed and approved by either the Secretary or General Counsel prior to the meeting. The Secretary or the Secretary's designated assistants shall determine the procedures used for balloting. For any motion to censor any material, a vote of three-quarters (3/4) of the members present is required.

Article III
Board of Directors

Section 1. Number and Tenure

The number will be at least 3, but not more than 15. The Board may elect to create additional seats with approval of two-thirds of its members. The membership may elect to increase the number of Board seats at an annual meeting or a special meeting called for that purpose with a vote of two-thirds of the membership. The President will nominate to fill vacancies, but the nomination must be approved by a majority of the Board. The Board will designate the President and the Secretary, which will be the presiding officers of the Board. The Secretary will act as the parliamentarian of the Board and for all membership meetings. The Board will also designate a General Counsel, who will report to the Board and advise the President. The General Counsel does not necessarily need to be a Board member, but shall be allowed to be present at all Board meetings and shall retain certain powers regardless of whether that person is a Board Member or not. Tenure shall be for three years.

Section 2. Meeting

The Board will convene within 10 business days following the annual meeting held for its election. Thereafter it shall meet at least four other times annually and at such other times as it elects or the President calls for it to meet. The Secretary will deliver notice of a meeting with place, date and time, not less than 48 hours prior to the meeting in person, by US Mail or email. Minutes of the previous meeting shall suffice as notice if all other requirements are met.

Section 3. Removal

The Board may elect to remove a Board Member with two-thirds (2/3) consent. The membership may elect to remove a Board Member by a majority vote. The General Counsel may only be removed by a two-thirds (2/3) majority of the Board or membership.

Article IV Officers and Committees

Section 1. Officers

The Officers of the Corporation shall include the President, Secretary, General Counsel, Executive Director, Artistic Director, Co-Artistic Directors, Youth Creative Co-Directors, and Chief Administrative Officer. The Board shall appoint the President, Secretary and General Counsel who shall be members of the Board of Directors. The President will appoint the remaining officers. The President may remove any officer except the Secretary, and General Counsel. The Board may remove any officer by majority vote including the President and Secretary. The President may create additional officers with approval of the Board.

Section 2. Tenure

The President, Secretary and General Counsel shall serve until a new Board is constituted after the annual meeting, at which time the new Board will appoint the President, Secretary and General Counsel. All other officers serve at the pleasure of the President.

Section 3. Executive Committee

The Executive Committee shall be composed of the President, Secretary and Executive Director. The Executive Committee shall have the full authority to act on behalf of the Board of Directors unless otherwise noted in these by-laws.

Section 4. Operating Committee

Officers are members of the Operating Committee, which will make all decisions concerning the activities of BPAC. The President may appoint other temporary or permanent non-officer members of the Operating Committee that shall serve at the President's pleasure.

Section 5. Creative Committee

The Artistic Director shall periodically convene a Creative Committee. The Artistic Director shall determine the membership of the Creative Committee, its procedures and minutes. The President, Executive Director, Children's Program Co-Directors, and Chief Administrative Officer shall be members of the Creative Committee. In the absence of the Artistic Director, a Co-Artistic Director will chair the Creative Committee.

Section 6. Youth Creative Committee

The Youth Program Co-Directors shall periodically convene a Youth Creative Committee. The Youth Program Co-Directors shall determine the membership of the Creative Committee, its procedures and minutes. The President, Executive Director, Artistic Director and Chief Administrative Officer shall be members of the Youth Creative Committee.

Section 7. Audit Committee

The Chief Administrative Officer shall periodically convene an Audit Committee to review the books and financial records of BPAC. The President and Executive Director and at least two other Board members selected by the President or Board shall be members of the Audit Committee. The Chief Administrative Officer shall otherwise determine the membership of the Committee, its minutes and procedures consistent with accepted and good standards of financial, accounting, and management practices.

Section 8. Duties of Officers

President

The President shall be the chief presiding officer of the Board, the Executive Committee, the Operating Committee and the general membership. The President is automatically granted membership on any activity, committee or board of BPAC.

Secretary

The Secretary is the secretary and parliamentarian of the Board, the Executive Committee and the Operating Committee. The Secretary shall publish minutes of each meeting and provide notice of all membership, Board, Executive Committee and Operating Committee meetings. The Secretary shall direct the tally of all votes and review of all proxies. The Secretary will act as the primary correspondent of BPAC and retain all pertinent records.

General Counsel

The Board will appoint the General Counsel. The General Counsel may or may not be a Board Member. The General Counsel will be a person admitted to the Bar in any State. The General Counsel shall have unrestricted access to all meeting, committees and records of BPAC. The General Counsel shall review all questions concerning the law on behalf of BPAC. The General Counsel, in his/her sole discretion, may postpone or halt any public performance or publication of any material by BPAC that the General Counsel reasonably believes constitutes libel, slander, plagiarism or any other unlawful act, until such time as the Board can review the matter. The General Counsel may require the Secretary to call a meeting for that purpose.

Executive Director

The Executive Director shall act as the President in the absence of the President. The Executive Director shall be responsible for all physical equipment, space and other assets of BPAC. The Executive Director will manage all technical and support staff and volunteers. In the absence of a person appointed by the President to direct marketing

communications, public relations or technology, the Executive Director shall manage those activities.

Artistic Director

The Artistic Director will manage all creative activities of BPAC except children's programs, marketing communications and technical disciplines (lighting, sound, wardrobe, staging, etc). The Creative Director will manage these activities through a Creative Committee. This Committee will include a Co-Chair appointed by the President. Members of this committee will include the Creative Director, Co-Chair, Executive Director, and chairs of any sub-committees dealing with creative programs or concerns. Either the Creative Director or Co-Chair may appoint any member subject to approval of the President. The President may appoint members to the committee.

Co-Artistic Directors

There shall be at least two Co-Artistic Directors who shall report to the Artistic Director. In the absence of the Artistic Director one of the Co-Artistic Directors shall be appointed by the President to act in the Artistic Director's stead.

Youth Program Co-Directors

The Youth Program Co-Directors will manage all creative activities relating to persons under majority age except marketing communications and technical disciplines (lighting, sound, wardrobe, staging, etc). The Youth Co-Directors will manage these activities through a Youth Creative Committee.

Chief Administrative Officer

The Chief Administrative Officer will act as the Treasurer, purchasing agent, and scheduling officer, and attend to any activities concerning finances, financial commitments or adherence to regulations including those required of labor organizations generally encountered in the performance of dramatic material. The President will notify the Chief Administrative Officer of the spending authority of any officer; however, the Chief Administrative Officer must perform all disbursements, purchases or disposition of any asset. The Chief Administrative Officer will be notified of all meetings of the Board and will prepare a report of BPAC's financial activities at all regularly scheduled Board meetings.

Article V Amendment

These Bylaws may be amended by a two-thirds majority of the Board, or by a majority of the membership in attendance at a meeting in person or proxy at which a quorum is present.

Article VI
Advisory Board

The President may create an Advisory Board of individuals that are notable by their achievements who in the President's opinion may further the artistic objectives of the organization.

Article VII
Fiscal Year

The fiscal year of BPAC starts January 1 and ends on December 31 of each year.