

November 7, 2022

Tyisha Walker-Myers, President
Board of Alders
165 Church St.
New Haven, CT 06510
Via email to Al Lucas: alucas@newhavenct.gov

Dear President Walker-Myers:

Since 1965 Connecticut Players Foundation, Inc. dba Long Wharf Theatre has been a 501(c)3 organization located in New Haven, CT. Our non-profit, 501(c)3 status remains unchanged. We are requesting abatement of personal property tax charges due to a late quadrennial filing.

We are historically prompt with payments and filings, and highly value our relationship with the City of New Haven. For reasons we have yet been able to identify, we did not receive any mailed notifications from the City's Department of Assessment alerting us that our Quadrennial Tax-Exempt Renewal was due in November 2021. We filed the personal property tax declaration in a timely fashion but did not know the exempt renewal was due at the same time.

In January 2022 we received an email from the assistant assessor asking for a copy of the tax-exempt renewal filing advising it was due on November 1, 2021, at which point our finance director completed the application and filed the required paperwork promptly.

We received no additional communication on this matter until receiving a bill for taxes and interest penalties. We attempted to resolve the issue by contacting the assessor's office. On Friday, October 28, 2022, we visited the assessor's office in person and were advised that the required next step was to make a request of the board of alders to have the tax abated.

We respectfully request full abatement of the personal property taxes assessed with respect to the 2021 Grand List.

Sincerely,



Kit Ingui, Managing Director
Connecticut Players Foundation, Inc. dba Long Wharf Theatre
kit.ingui@longwharf.org

Enclosure

CC: Carmen Rodriguez, Ward 6 Alder
Eli Sabin, Ward 7 Alder

Tax Exempt Application

2021 Year

Municipality: _____

Check Application Type: Initial Application Quadrennial Report (Renewal) Additional Report (Interim)

A tax exempt application of charitable and of certain other organizations, is required by C.G.S. §12-81 and §12-87. Scientific, educational, literary, historical, or charitable institution, an agricultural or horticultural society, a cemetery organization, or a hospital society*, or corporation* or sanatorium* must file a return every four years. An additional report must be filed in any assessment year that is not a required filing year when seeking exemption for property acquired or previously not exempt. Applications must be filed with the assessor in each town in which exempt property is situated and owned on the assessment day. Applications or returns must show all property for which exempt status is sought, and **must be filed with each assessor on or before November 1**, or if such day is a Saturday or Sunday, on the next business day.

Name of Organization The Connecticut Players Foundation dba Long Wharf Theatre
 Contact Person Kit Ingui
 Mailing Address 222 Sargent Drive City/State/Zip New Haven CT 06511
 Telephone (203) 787-4282 E-mail Kit.Ingui@longwharf.org Fax _____

1. What are the purposes of this organization - Submit copy of the charter and by-laws.

By-Laws Enclosed

2. Exemption is claimed in accordance with which section of the CONNECTICUT GENERAL STATUTES?
 See C.G.S. Section number & titles listed below signature block and those statutes on last two pages.

3. If not an agricultural, horticultural or cemetery society, is the gross income of such corporation **entirely** devoted to scientific, educational, literary, historical, charitable, or hospital purposes or to two or more such purposes? Yes No

4. Last fiscal year end date: June 30, 2021 Gross income for fiscal year: \$ 3,466,553 Amount of income used for other than Item 1 purposes: \$ 0 % of total income _____

Identify sources of income as % of total	Donations	Fees	Rentals	Grants	Subsidies by local, State or Federal Governments	Other
	41 %	_____ %	_____ %	31 %	28 %	0 %

5. Last fiscal year end date: June 30, 2021 Gross expenses for fiscal year: \$ 3,493,957 Expenses devoted to other than Item 1 purposes: \$ _____ % of total expenses _____

Identify expenses as a % of total	Salaries	Maintenance	Rent	Depreciation	Other (describe)
	55 %	3.5 %	5.5 %	12 %	Admin + Marketing 10% Production 14%

6. Agricultural, horticultural societies only: if such corporation is receiving from the state reimbursement in part for cash premiums given at an agricultural or horticultural exhibition held by it in the state, enter the date last reimbursement was received: _____

7. Cemetery organization only: Is gross income entirely devoted to cemetery purposes? Yes No

8. Is any officer, member, or employee of this organization receiving, or may he at any future time (even in event of its dissolution) receive any pecuniary profit from its operations, except reasonable compensation paid for services in effecting one or more of its purposes, or as a proper beneficiary of its strictly charitable purposes? Yes No

If answer is yes, show here the manner by which such individual pecuniary profit may be received.

N/A

9. What would be the disposition of profit which the organization might make?

Re-Invest in the organization for its exempt purpose - Educational, Performing arts

Does organization's charter contain any provisions relative to the disposition of incidental profit? Yes No

If yes, highlight pertinent sections of the charter. If no explain. Art 6

10. What would become of the property of such organization in the event of its dissolution?

Conveyed to a tax exempt organization for its exempt purposes

Does organization's charter contain any provisions relative to its dissolution? Yes No

If yes, highlight pertinent sections of charter/bylaws.

11. Has the organization filed a Federal and/or State income tax for the current fiscal year? If yes, attach copy. Yes No

Copy pages if additional lines are needed.

Organization Name The Connecticut Players Foundation dba Long Wharf Theatre

12. On assessment day in the year of the return, specify book and market values of tangible personal property of such organization. Attach personal property declaration and list registered motor vehicles on this form.

	Book	Market
	\$ 638,078	\$

13. Is all tangible personal property claimed on the personal property declaration devoted to carrying out purposes for which exemption is claimed? If not, list items below.

Yes No

Describe	Property Code	Yr. Acq'd	\$

14. Describe real estate, giving number of parcels, location, area and uses. If additional lines needed - copy and attach.

Location – Street and Map/Block/Lot	Area – Land/Bldg.	Uses
No Real Estate		

15. Is all the real estate being used exclusively for purposes of the organization as stated in item Number 1. If not list those not so used below

Yes No

Location	Percentage of time used for other purposes	Uses other than stated in item Number 1
N/A	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	

16. Does the reporting organization own any real estate for which no income is derived on the land of which suitable buildings are in the progress of construction, which real estate is exempt from taxation under the first sentence of section 12-88 of the general statutes.

Yes No

If yes, explain purpose. _____

Copy pages if additional lines are needed.

Organization Name The Connecticut Players Foundation dba Long Wharf Theatre

17. Is any portion of the real estate rented, leased or otherwise occupied by other than the reporting organization? If yes, describe below. Yes No

Location	Area rented, leased or occupied by others	Lessee's or Occupant's Name

18. Registered Motor Vehicles

Year	Make	Model	VIN	Registration	Purpose Used/Driver	% Time other uses
2007	Chevrolet	ExpressG1500	1GNFH152471209625	1907CU	Props Shopping	5
2012	Nissan	Quest	JN8AE2KP5C9043653	7AFTL6	Actor transport	5
2012	Nissan	Rogue	JN8AS5MV8CW705829	AG65510	Costumes Shopping	5

Are the motor vehicles listed used exclusively for the purpose as stated in Item Number 1? If no, complete purpose and % time used in other purposes. Yes No

19. List any other Connecticut Municipality that has GRANTED the organization an exemption per statutes referenced in this application.

Name of Municipality	# of Properties	Statutory Reference/Use	Original Date Exempt
N/A			

20. List any other Connecticut Municipality that has DENIED the organization an exemption per statutes referenced in this application.

Name of Municipality	# of Properties	Reason for Denial	Date of Denial
N/A			

Copy pages if additional lines are needed.

Organization Name The Connecticut Players Foundation dba Long Wharf Theatre

21. **Has organization received a 'Certificate of Need' from the Connecticut Office of Health Care Access?** If yes, attach current copy (less than two years old). If no, explain. Yes No

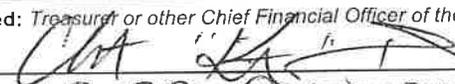
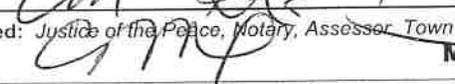
22. **Has organization received a State of Connecticut Sales Tax Exemption?** If yes, attach a copy. If no, explain. Yes No

23. **Has organization received an exemption from the IRS in accordance with Section 501 (c) or 501 (d)?** If yes, attach a copy. If no, explain. Yes No

24. **Documents Provided:** Put a check mark in front of each described document attached with this initial or quadrennial application. **Personal Property Declaration is the only item required for Additional Reports.**

- IRS document (most recent) recognizing the organization as tax exempt under 26 U.S.C. Sec. 501 (c) or 501 (d).
- State of Connecticut Sales Tax Exemption.
- Evidence that corporation has timely filed its biennial return naming officers & directors with the Secretary of State.
- Certificate of Need from Connecticut Office of Health Care Access.
- Certified copy by authorized officer of corporate charter and by-laws or good faith equivalent if applicant is not corporation.
- Signed federal and/or state income tax returns, with all schedules attached for most current year.
- Audited financial statements for the latest available year.
- Description of each source of revenue, e.g. rents, fees, grants, charges, gifts, donation and the like, generated by or for each use of all real and/or personal property.
- Description of all uses of real and/or personal property, owned or leased, of which an exempt activity is a part, whether or not exemption is requested for any such use or uses.
- Personal property declaration for the current year **REQUIRED ANNUALLY** and complete listing of all Connecticut registered motor vehicles.
- Copies of funding requests made to public institutions or private parties in the current tax year and prior tax year of the applicant.
- Evidence of compensation in money or in-kind paid to officers, directors and/or employee of the applicant.
- Evidence that the property is used as claimed.

I do hereby declare under oath that, according to the best of my knowledge, remembrance and belief, this report is true.

Signed: <i>Treasurer or other Chief Financial Officer of the Corporation</i> X 	EMILY GOELER NOTARY PUBLIC My Commission Expires January 31, 2023	Title <i>Managing Director</i>	Date <i>2/10/22</i>
Signed: <i>Justice of the Peace, Notary, Assessor, Town Clerk</i> X 	EMILY GOELER	Subscribed and sworn to before me:	Date <i>2/10/22</i>

For additional information, please refer to the Section of the Connecticut General Statutes listed.

Charitable Organizations	12-81 (7)	Agricultural Societies	12-81(10)	Determination of Exemption	12-89
Educational Organizations	12-81 (7)	Horticultural Organization	12-81(10)	Partially Exempt Property	12-88
Historical Organizations	12-81 (7)	Hospitals	12-81 (16)		
Literary Organizations	12-81 (7)	Sanatoriums	12-81 (16)		
Scientific Organizations	12-81 (7)	Religious	12-81 (12) (13) (14) (15)		
		Cemetery Use	12-81 (11)		

This Area for Office use only

Signed: Assessor X	Application Approved _____	Date
	Application Denied _____	

- Denied as a copy of the Organization's IRS tax exemption certificate or determination letter under Section 501 (c) or 501 (d) of the IRS Code was not filed.
- Denied as a copy(s) of the Organization's by-laws and/or Charter, was/were not filed.
- Denied for failure to forward documentation that would support whether or not the property is held by a religious organization.
- Denied as the property is not being used for statutory exempt purposes.
- Denied for other reasons: _____



**U. S. TREASURY DEPARTMENT
INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR**

P. O. Box 2158
Hartford, Connecticut - 06101

MAR 4 1965

HAR-EO-65-45

A:R

Call 244-3060

16-6073063

CONNECTICUT PLAYERS FOUNDATION, INC.
LONG WHARF THEATRE CO.
NEW HAVEN, CONN. 06511

The Connecticut Players Foundation, Inc.
222 SARGENT DRIVE
New Haven, Connecticut

06 6073063

PURPOSE Charitable and Educational	
FORM 990A REQUIRED	
<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
ACCOUNTING PERIOD ENDING	
August 31st	

Gentlemen:

Based upon the evidence submitted, it is held that you are exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, as it is shown that you are organized and operated exclusively for the purpose shown above. Any questions concerning taxes levied under other subtitles of the Code should be submitted to us.

You are not required to file Federal income tax returns so long as you retain an exempt status, unless you are subject to the tax on unrelated business income imposed by section 511 of the Code and are required to file Form 990-T for the purpose of reporting unrelated business taxable income. Any changes in your character, purposes or method of operation should be reported immediately to this office for consideration of their effect upon your exempt status. You should also report any change in your name or address. Your liability for filing the annual information return, Form 990A, is set forth above. That return, if required, must be filed after the close of your annual accounting period indicated above.

Contributions made to you are deductible by donors as provided in section 170 of the Code. Bequests, legacies, devises, transfers or gifts to or for your use are deductible for Federal estate and gift tax purposes under the provisions of section 2055, 2106 and 2522 of the Code.

You are not liable for the taxes imposed under the Federal Insurance Contributions Act (social security taxes) unless you file a waiver of exemption certificate as provided in such Act. You are not liable for the tax imposed under the Federal Unemployment Tax Act. Inquiries about the waiver of exemption certificate for social security taxes should be addressed to this office.

This is a determination letter.

Very truly yours,

S. S. FRIEDMAN
Chief, Review Staff

NAME OF PURCHASER CT PLAYERS FOUNDATION dba LONG WHARF THEATRE	ADDRESS 222 SARGENT DRIVE NEW HAVEN, CT 06511	TAX REGISTRATION NUMBER (If any) #0541250-000	EXEMPTION PERMIT # (If any) E-4546
NAME OF SELLER	ADDRESS	CT TAX REGISTRATION NUMBER (If any)	FEDERAL EMPLOYER I.D. # 06-6073063

CHECK ONE BOX: BLANKET CERTIFICATE CERTIFICATE FOR ONE PURCHASE ONLY

CHECK APPROPRIATE BOX AND PROVIDE WRITTEN DESCRIPTION OF EACH ITEM PURCHASED:

TANGIBLE PERSONAL PROPERTY TAXABLE SERVICES

DESCRIPTION:

DECLARATION BY PURCHASER

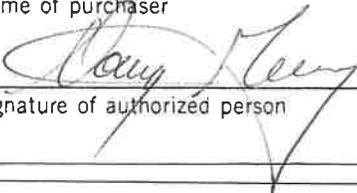
The purchaser declares that the tangible personal property or taxable services described above are to be used exclusively for the purposes for which the purchaser was established and are not to be resold. The purchaser further declares that the exemption permit, determination letter or group exemption letter (as the case may be) attached to this certificate has not been canceled or revoked.

In accordance with Conn. Gen. Stat. §12-412(8), the purchase of the item(s) is exempt from sales and use taxes.

I hereby declare, under the penalties of false statement, the information contained herein, to the best of my knowledge and belief, is true, complete and correct. (The penalty for false statement is imprisonment not to exceed one year or a fine not to exceed two thousand dollars.)

CONN PLAYERS FOUNDATION INC dba LONG WHARF THEATRE

Name of purchaser

By:  ACCOUNTANT 2/1/22
Signature of authorized person Title Date

OR-251 (Rev. 09/18)

NOT TRANSFERABLE or ASSIGNABLE



DUPLICATE

Long Wharf Theatre
222 Sargent Dr
New Haven CT 06511

E-4546

Permit Number E.

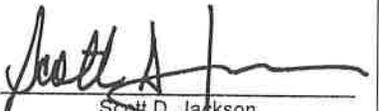
April 25, 2019

Date Issued

**STATE OF CONNECTICUT
DEPARTMENT OF REVENUE SERVICES**

450 Columbus Boulevard, Suite 1, Hartford CT 06103-1837

**Tax Exemption Permit Issued
Under the Sales and Use Tax Act**


Scott D. Jackson
Commissioner

In accordance with the provisions of the Sales and Use Taxes Act and the regulations thereunder, it is hereby certified that the charitable or religious organization named above is exempt from all sales taxes on purchases of tangible personal property made by it for the sole and exclusive purposes of the organization.

The Connecticut Players Foundation, Inc. Bylaws *Adopted June 18, 2019*

Article I. Name and Offices.

Section 1. Name.

The name of the Corporation is **THE CONNECTICUT PLAYERS FOUNDATION, INC.** and shall be known and referred to in these Bylaws as the "Theatre."

Section 2. Offices.

The principal office of the Theatre shall be located at its principal place of business in the State of Connecticut. The Theatre may have other offices within or without the State of Connecticut at such places as the Board of Directors may from time to time determine.

Section 3. Definitions.

The term "year," as used in these Bylaws, shall mean the fiscal year of the Theatre as defined in Article VI, Section 1.

Article II. Board of Directors.

Section 1. Powers.

The activities, property, affairs, and business of the Theatre shall be managed by, or under the direction of, the Board of Directors (the "Board"), subject to any limitations set forth in the Theatre's Certificate of Incorporation. The Board shall have the power to amend the Theatre's Certificate of Incorporation and Bylaws. The Board shall have the right to vote on each matter requiring the vote of Directors in accordance with the Revised Nonstock Corporation Act of the State of Connecticut (the "Act").

The Board may exercise all powers of the Theatre as are authorized by law, by the Certificate of Incorporation, and by these Bylaws.

Section 2. Duties and Responsibilities.

The Board shall establish policies and directives governing the business and programs of the Theatre, and shall delegate to the Theatre's Chief Administrators, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

The Board shall hire the Theatre's Chief Administrators who, at any time, may be one administrator, such as an Executive Director, or two administrators, such as a Managing Director and an Artistic Director. The Board shall have the sole authority to hire or terminate the Theatre's Chief Administrators, approve their contracts, and perform periodic evaluations as required by the Board's policy and process for such evaluations established from time to time.

The Board is committed to incorporating the values of equity and inclusion in the governance and operation of the Theatre. The Board shall adopt "An Equity and

Inclusion Statement," as may be amended from time to time, enumerating these values and their incorporation into the governance and operation of the Theatre.

Section 3. Number and Composition.

The Board shall consist of not less than fifteen (15) and not more than thirty-nine (39) Directors. The number of Directors for each year shall be fixed by vote of the Board at the Annual Meeting.

The Theatre's Chief Administrators shall be ex-officio Directors who shall have the right to vote and shall be counted in determining a quorum, but shall not participate in the Executive Sessions of the Board or the Executive Committee unless specifically requested to do so, and who shall not vote on any matters directly or indirectly related to their compensation, benefits, conditions of employment, or performance evaluations.

Section 4. Election and Nomination.

The Board shall be self-perpetuating. Approximately one-third of the Directors shall be elected at each Annual Meeting of the Board. The Committee on the Board shall prepare a slate for election as Directors for presentation to the Board at least fourteen (14) days in advance of the Annual Meeting. Additional nominations for Directors may be made in writing to the Secretary signed by five or more Directors at least ten (10) days in advance of the Annual Meeting. The Secretary shall give written notice of any such additional nominations to each Director at least seven (7) days prior to the Annual Meeting and shall add such nominations to the slate for election. Only those persons placed on the slate for election of the Committee on the Board shall be eligible for election at the Annual Meeting. The Directors shall assume office at the close of the meeting at which they are elected.

Section 5. Terms.

The Directors shall have three-year terms, provided that a Director shall be limited to three consecutive full three-year terms of membership on the Board, but may thereafter be re-elected after the passage of one year. At the expiration of each term, the Committee on the Board will review the Director's performance and recommend to the Board whether or not to elect the Director to an additional term, subject to any applicable term limit. Notwithstanding the above, to ensure that the Board is constituted so that the terms of approximately one-third (1/3) of the elected Directors expire each year, the term of any elected Director who is elected within (a) the first six (6) months of the year, shall be deemed to have started as of the beginning of the year, or (b) within the last six (6) months of the year, shall be deemed to start as of the first day of the next year.

The terms of all of the Directors elected to office during the year shall be established by the Committee on the Board and set forth in the slate to be voted upon by the Board at the Annual Meeting.

Section 6. Vacancies and Increase in Number of Directors.

A vacancy shall be deemed to exist if the number of Directors in office is less than the maximum permitted in Section 3 of this Article II. The existence of a vacancy shall decrease the number of Directors in office for the purpose of determining a quorum. Any vacancy on the Board may be filled at any time by the Committee on the Board seeking

a nominee. Any such nominee shall be presented to the Board and voted on at the next regularly scheduled meeting of the Board at which a quorum is present, provided that the name of any candidate has been presented by the Committee on the Board at a previous meeting of the Board or by written notification from the Committee on the Board to each Director at least seven (7) days in advance of the meeting at which the vote is to occur.

Section 7. Resignation or Removal.

The resignation of any Director shall be in writing addressed to the Chair of the Board. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

Any Director may be removed, with or without cause, by a vote of two-thirds (2/3) of the other Directors at any meeting at which a quorum is present. Notice of the proposed removal shall be given to the Director in question at least fourteen (14) days prior to the meeting at which the matter will be voted upon by the Board. The notice for the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of a Director.

Section 8. Compensation.

Except for the Theatre's Chief Administrators, Directors and Officers shall not receive any compensation for their services in such capacity, but may be reimbursed by the Theatre for their reasonable expenses incurred and disbursements made on behalf of the Theatre.

Article III. Officers.

Section 1. Designation of Officers.

The Officers of the Theatre shall be (a) a Chair, (b) up to three Vice Chairs, each of which shall be a separate position, (c) a Secretary, and (d) a Treasurer, all of whom shall be Directors, and such other Officers as the Board may from time to time deem necessary or advisable.

Section 2. Terms of Office.

The term of each Officer shall be two (2) years, but such Officer may only serve two (2) successive full terms in the same office. Notwithstanding the provisions of Section 5 of the foregoing Article II of these Bylaws, any person who is serving as an Officer and whose term as a Director expires during or at the end of their term as an Officer, and who otherwise would not be eligible to be re-elected as a Director, may be re-elected for the period such Director would otherwise be eligible to serve as an Officer in the same office under this Section 2.

Section 3. Election and Nomination.

Officers of the Theatre shall be elected by the Board at the Annual meeting following the election of Directors. The Committee on the Board shall prepare a slate for election as Officers for presentation to the Board at least fourteen (14) days in advance of the Annual Meeting. Additional nominations for Officers may be made in writing to the Secretary signed by five or more Directors at least ten (10) days in advance of the Annual Meeting. The Secretary shall give written notice of any such additional

nominations to each Director at least seven (7) days prior to the Annual Meeting and shall add such nominations to the slate for election. Only those persons placed on the slate for election of the Committee on the Board shall be eligible for election as Officers at the Annual Meeting. Officers shall take office at the close of the meeting at which they are elected and shall serve until their successors are chosen.

Section 4. Duties and Powers.

The duties of the Officers shall be as follows:

- (a) Chair:** The Chair shall preside at all meetings of the Board. The Chair shall be responsible for seeing that the resolutions and the actions of the Board are carried into effect and for reporting to the Board on the conduct and management of the affairs of the Theatre. The Chair shall also perform such other duties as are usual to this office. The Chair shall be the Chairperson of the Executive Committee. The Chair shall appoint the Chairs of the Standing Committees other than the Executive Committee and the Finance Committee and report the same to the Board.
- (b) Vice Chairs:** In the absence of the Chair, a Vice Chair shall preside at meetings of the Board. Each Vice Chair shall perform such duties as may be assigned to them from time to time by the Chair or by the Board.
- (c) Secretary:** The duties of the Secretary shall be those usual to the office and as may from time to time be assigned by the Chair or Board. In addition, the Secretary shall be responsible for reviewing the minutes of meetings of the Board and of the Executive Committee and ensuring their distribution to all Directors as soon as reasonably possible after each meeting.
- (d) Treasurer:** The duties of the Treasurer shall be those usual to the office and as may from time to time be assigned by the Chair or Board. In addition, the Treasurer shall be the Chair of the Finance Committee.

Section 5. Resignation or Removal.

The resignation of any Officer shall be in writing addressed to the Chair, or in the case of the resignation of the Chair addressed to the Secretary. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

An Officer may be removed, with or without cause, by a vote of two-thirds (2/3) of the other Directors at any meeting at which a quorum is present. Notice of the proposed removal shall be given to the Officer in question at least fourteen (14) days prior to the meeting at which the matter will be voted upon by the Board. The notice for the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of an Officer.

Section 6. Vacancies.

Vacancies among the Officers may be filled until the next Annual Meeting by a vote of the Board at the next regularly scheduled meeting at which a quorum is present, provided that the name of any candidate to fill a vacancy for Officer has been presented

by the Committee on the Board at a previous meeting of the Board or by written notification from the Committee on the Board to each Director at least seven (7) days in advance of the meeting at which the vote is to occur.

Article IV. Meetings of the Board.

Section 1. Annual Meetings.

Annual Meetings of the Board shall be held in the last month of each year, at such time and place as the Chair shall appoint. Written notice of the time and place of each Annual Meeting shall be given to each Director at least fourteen (14) days prior to the meeting by mail, fax, e-mail, or personal delivery.

Section 2. Regular and Special Meetings.

The Board shall meet no fewer than four (4) times per year, including the Annual Meeting, and the schedule (date, time and place) shall be adopted by the Board at the Annual Meeting for the ensuing year, subject to modification by the Board during the year. Meetings so scheduled and held shall be Regular meetings.

Special Meetings of the Board may be called by the Chair, and Special Meetings shall be called by the Chair upon the written request of one-third (1/3) of the Directors stating the purpose of such meeting. No Special Meeting shall be called without written notice, and such notice shall state the place, day, and hour of the meeting and the general purposes for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each Director at least seven (7) days prior to the meeting by mail, fax, e-mail, or personal delivery.

Section 3. Waiver of Notice.

Any Director may waive any notice required by the Act, the Certificate of Incorporation, or these Bylaws before or after the time stated in the notice in a writing signed by the Director entitled to the notice and filed with the minutes or the Theatre's records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum and Voting.

A majority of the Directors, or one-half (1/2) of the Directors, if there is an even number of Directors, shall constitute a quorum. At any meeting at which a quorum is present, the affirmative vote of a majority of the Directors present shall be the act of the Board, unless otherwise required by these Bylaws, the Act, or the Certificate of Incorporation, provided that a majority of the Directors present at any meeting, if less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

All votes to be taken at any meeting shall be by voice vote. Directors may participate and vote at meetings by telephonic conference, if the Director cannot participate in person or if in person meetings are not practical under the circumstances.

Section 5. Written Consent.

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Theatre, the action shall be valid as though it had been authorized at a meeting of the Board, and such written consent or consents shall be filed with the minutes or the Theatre's records.

Article V. Committees.

Section 1. Executive Committee.

The Executive Committee shall consist of the Chair, the three (3) Vice Chairs, the Treasurer, the Secretary, and the Chairpersons of the Standing Committees. The quorum for action by the Executive Committee shall be one-half (1/2) of the number of members of the Executive Committee.

The Chair shall serve as the Chairperson of the Executive Committee. Each member of the Executive Committee must be a Director in good standing.

The Executive Committee shall have all powers of the Board between meetings of the Board, except those powers specifically reserved for the Board. Such powers reserved for the Board include the appointment, evaluation, and dismissal of the Theatre's Chief Administrators; the sale or other disposition of real property or other substantial assets; decisions relating to the Endowment Funds; the election or dismissal of Directors, Officers, or members of the Executive Committee; the approval of the annual budget; the decision to create debt or use of the Theatre's credit line; changing the Theatre's mission or purposes; and the amendment of these Bylaws or the Certificate of Incorporation.

The Executive Committee shall meet as determined by the Chair. It is expected that the Executive Committee will not take action on matters of substance that can await deliberation and action by the Board nor without the appropriate participation of the Theatre's Chief Administrators (except when such matters relate to them personally). The Executive Committee accordingly should generally act only when it determines that there may be adverse consequences to the Theatre if action concerning a matter is delayed until the Board can act.

Notice of the time and place of each meeting of the Executive Committee shall be given to each member of such Committee and to all Directors by mail, fax, e-mail or personal delivery. Except in cases when the Chair deems it necessary for the Committee to meet on shorter notice, such notice shall be given at least forty-eight (48) hours prior to the meeting and shall state the general purposes for which the meeting is called.

Except when matters to be discussed relate to the Theatre's Chief Administrators, the Chair will invite the Theatre's Chief Administrators to attend meetings of the Executive Committee, provided that they shall not be entitled to vote at such meetings. Directors not on the Executive Committee may also attend meetings of the Executive Committee, provided that they shall not be entitled to vote at such meetings.

The Chair shall make a full report of any meeting of the Executive Committee to the Board at its next regularly scheduled meeting.

Section 2. Other Board Committees.

Board Committees shall be chaired by Directors of the Theatre. The Chairperson shall be appointed by the Chair for an initial term of two (2) years and may thereafter serve for consecutive one (1) year terms at the pleasure of the Chair, not to exceed five (5) consecutive years following the initial two (2) year term.

Each year the Chairperson, in concert with the Chair and the Theatre's Chief Administrators, shall select the members of each Committee, which may include individuals who are not Directors, unless otherwise provided in these Bylaws. There shall be a minimum of three (3) Director members of each Committee, in addition to the Chairperson and the Chair, who is Ex Officio.

Standing Committees shall meet as frequently as the Chairperson of that Committee deems necessary but not less than four (4) times a year, unless otherwise provided in these Bylaws. All other Committees shall meet on an as needed basis, as deemed necessary by the Chair or the Chairperson of that Committee.

Each Committee shall perform such duties as the Chair and the Board may from time to time determine and shall report regularly to the Board.

Each Committee may create and appoint the members of one or more subcommittees.

A. Standing Committees. There shall be the following four (4) permanent Standing Committees:

(1) Finance Committee. The Treasurer shall be the Chairperson of the Finance Committee. The purpose of the Finance Committee is to provide fiscal oversight and make financial reports and recommendations to the Board. The responsibilities of the Finance Committee include providing advice in budget preparation and long-range financial planning; reviewing budget matters proposed by the staff; submitting a proposed budget and capital expenditure plan each year to the Board for approval; reviewing with the staff monthly financial statements and comparisons of such with the approved budget; reviewing special budgets of other Committees and of special events when necessary; overseeing and advising with respect to the creation and use of debt, credit lines, and related matters; overseeing and advising on the system of internal financial controls; planning for the continuity and rejuvenation of the Committee; and overseeing other financial and personnel matters as needed.

(2) External Relations Committee. The External Relations Committee shall have a Chairperson or two or more Co-Chairs. The purpose of the External Relations Committee is to support all fundraising, marketing, outreach, and public relations functions of the Theatre, including overseeing the overall fundraising done by the Board.

The responsibilities of the External Relations Committee include helping to set annual fundraising goals and capital campaign goals; reviewing progress

against the goals; reviewing long-term fundraising and related objectives; promoting understanding of the fundraising role of the Board; helping to set institutional priorities and guidelines for fundraising and goals for Board giving; helping to initiate and promote outreach and public relations projects for the Theatre; and directing participation by the full Board in fundraising efforts.

(3) Committee on the Board. The purpose of the Committee on the Board is to oversee the identification, recruitment, orientation, training, and retention of Directors, oversee Board activities and responsibilities as set out in the Bylaws, and look for opportunities to strengthen and evolve the Board's effectiveness, capacity, composition, and ability to lead the Theatre into the future. The responsibilities of the Committee on the Board include making nominations to the Board; orienting new Directors; planning for the succession of Officers; assessing Board processes and functions; educating Directors in governance matters; advocating ongoing improvements to governance to strengthen the Board and the Theatre; conducting an annual conflict of interest survey of all persons subject to the conflict of interest rules of the Internal Revenue Service; reporting to the Audit Committee and the Board concerning all conflict of interest matters and issues; evaluating the performance of the Board as a whole as well as that of each individual Director; administering regular self-evaluations by each Director; counseling underperforming Directors; and recommending the removal of a Director in appropriate circumstances.

(4) Audit Committee. The Audit Committee shall be composed of independent Directors, none of whom may be an employee or a provider to the Theatre or has any outside business or commercial relationship with the Theatre. The purpose of the Audit Committee is to provide independent oversight of the Theatre's internal accounting controls and financial reporting. The responsibilities of the Audit Committee include insuring that there is an annual audit of the financial statements of the Theatre conducted by an independent auditing firm appointed by the Board upon recommendation by the Audit Committee; conducting a post-audit review of the audit findings, including any suggestions for improvements provided by the independent auditor; meeting with the independent auditor, the Finance Committee, and the staff as may be necessary to ensure that all matters arising from or related to the Theatre's annual audit are thoroughly addressed; ensuring that all required returns and reports to the Internal Revenue Service are properly prepared and filed, including helping to resolve any specific existing conflict of interest issues; and reviewing the performance of the independent auditor.

B. Non-Standing and Ad Hoc Committees and Task Forces.

In addition to the Standing Committees, the Board or the Chair may establish non-standing committees, ad hoc committees, or task forces, to address particular matters or issues that may arise from time to time.

Article VI. Finance and Property.

Section 1. Fiscal Year.

The fiscal year of the Theatre shall commence on July 1 and end on June 30 of each year, or otherwise, as the Board may determine.

Section 2. Contributions.

Contributions, bequests, and gifts to the Theatre shall be accepted in accordance with the Theatre's Gift Acceptance Policy.

Section 3. Depositories.

All funds of the Theatre shall be deposited to the credit of the Theatre in such banks or depositories and under such terms and conditions as may be determined by the Board.

Section 4. Property.

Title to all property shall be held in the name of the Theatre.

Section 5. Approved Signatures.

All checks, drafts, and other orders for the payment of money shall be signed by such Officer or Officers or agent or agents as shall be authorized by the Board. In any event, such checks, drafts, and other orders for payment may be signed by the Chair or a nominee of the Chair and countersigned by the Treasurer or a nominee of the Treasurer without such authorization, if such nominees have been approved by the Board. Access to safe deposit boxes rented by the Theatre shall be by two persons together: the Treasurer or a nominee of the Treasurer and the Chair or a nominee of the Chair, if such nominees have been approved by the Board.

Section 6. Contracts and Debts.

The Board may authorize any Officer or Officers, agent or agents of the Theatre, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Theatre, and such authority may be general or confined to specific instances. All bank loans issued in the name of the Theatre, shall be signed by such Officers, agent or agents of the Theatre, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Chair first and countersigned by the Treasurer of the Theatre.

Section 7. Budget.

The annual budget of estimated income and expenditures of the Theatre shall be approved by the Board. The Executive Committee and Finance Committee shall be informed by management on a timely basis of any expense, or anticipated expense, in excess of total budgetary appropriations.

Section 8. Financial Reports.

A summary report of the financial operation of the Theatre shall be made at least annually to the Directors in such form as the Board shall prescribe.

Section 9. Investments.

The property, assets, and the funds of the Theatre may be invested in support of the purposes of the Theatre as set forth in its Certificate of Incorporation in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property of real estate in accordance with the Theatre's Investment Policy.

Article VII. Indemnification and Reimbursement.

The Theatre shall provide indemnification and advances for expenses to Directors and Officers to the fullest extent permitted by Sections 33-1116 to 33-1124 of the Act. The Theatre may indemnify and advance expenses to an employee or agent of a Director or an Officer who is not a Director or an Officer to the same extent as a Director or Officer. The Theatre may purchase insurance providing indemnification in such amounts and with such coverage as the Board may from time to time determine and may pay the full premium itself, or, if in the judgment of the Board it is advisable, share the premium cost with any Director, Officer, employee, or agent on such basis as may be agreed upon. The right of all indemnification herein provided for shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee, or agent may be entitled, and such right of indemnification shall inure to the benefit of the heirs and personal representatives of such indemnified persons.

Article VIII. Conflicting Interest Transactions

Section 1. Disclosure.

Directors and Officers shall loyally exercise their duties and obligations to the Theatre and make judgments on behalf of the Theatre without the effect of private interest. In every event, Directors and Officers shall disclose to the Board any conflicting interest transactions that arise, and no Director or Officer shall vote on any matter that would involve a conflicting interest transaction. With respect to the Theatre, a Director's or an Officer's conflicting interest transaction, as that term is defined in the Act, is a transaction effected or proposed to be effected by the Theatre, or by a subsidiary of the Theatre or any other entity in which the Theatre has a controlling interest, respecting which a Director or an Officer has a conflicting interest. In the event that a Director or an Officer questions whether a conflicting interest transaction exists, the issue shall be decided by a majority vote of the members of the Board present and voting, provided that the Director or the Officer in question shall not vote.

A Director or an Officer who believes that a potential conflicting interest transaction may affect the Director's or Officer's vote on a matter, may recuse themselves at any time, even if such transaction does not meet the standard for a conflicting interest transaction set forth in the Act.

Section 2. Legal Standard.

The provisions of Sections 33-1127 to 33-1130 of the Act and other relevant law shall be utilized by the Board in resolving issues of a Director's or an Officer's conflicting interest transaction.

Section 3. Conflicts of Interest.

The Board may adopt a policy on disclosure and conflicts of interest that does not constitute statutory conflicting interest transactions. Such policy may apply to Directors, Officers, and employees and may require the filing of annual disclosure forms.

Article IX. Amendments and Miscellaneous.

Section 1. General Powers.

These Bylaws may be amended, repealed, or added to, and new Bylaws consistent with the purposes described in the Certificate of Incorporation, the Act, or any law, may be adopted at any meeting of the Board, by the affirmative vote of a majority of the Board, excluding Founder Directors. Any notice of a meeting of the Board at which these Bylaws are to be amended, repealed, or added to, or new Bylaws are to be adopted, shall include notice of such proposed action.

Section 2. Restrictions.

The Board shall not have the power to alter or amend these Bylaws in such manner as to permit any Director, Officer, agent, or employee of the Theatre ever to receive any compensation or any pecuniary profit from the operations of the Theatre (except reasonable compensation for services actually rendered to the Theatre in effecting one or more of its purposes) or to receive any part of the property or assets of the Theatre upon its dissolution or termination, or otherwise, or to permit any substantial part of the activities of the Theatre to consist of carrying on propaganda or otherwise attempting to influence legislation, or of engaging in any political campaign for or against any candidate for public office.

Section 3. Liability.

No Director or employee of the Theatre shall be liable for any losses on invested funds except by reason of malfeasance or gross neglect of duty.

Section 4. Seal.

The seal of the Theatre shall be circular in form and shall bear the name of the corporation around the circumference and shall be in such form as the Board may determine.

Section 5. Agents and Attorneys.

The Board may appoint such agents and attorneys with such powers and to perform such acts and duties on behalf of the Theatre as the Board may determine.

Section 6. Bonds.

Every Officer, agent, or employee of the Theatre may be required, at the discretion of the Board, to give bond, in such sum and with such sureties as shall be satisfactory to the Board.

These Amended Bylaws were adopted by a vote of the Board of Directors at the Annual Meeting on June 18, 2019.