

AMERICAN SOCIETY OF THEATRE CONSULTANTS BYLAWS

Originally issued February 22, 1983. Items in italics are amendments made by vote of the Membership at Business Meetings on record in the Minutes of the Meetings.

ARTICLE I

Principal Office

The principal office shall be located *225 Green Street*, in the City of San Francisco, State of California. The Board of Directors is hereby granted full power and authority to change the location of the principal office from one location to another.

ARTICLE II

Members and Meetings of Members

A. Membership.

1. Membership: The members of the Corporation shall consist of:
 - a. the person signing the Articles of Incorporation,
 - b. the charter members, whose names are listed on Exhibit A attached hereto, and
 - c. such other persons as may be admitted as members in accordance with the following:
2. Qualifications: Individuals having the following qualifications:
 - a. are at least 25 years of age,
 - b. have derived their principal income from theatre consulting for a period of five (5) years prior to membership and who continue to do so while a member,
 - c. have completed at least five (5) projects as a theatre consultant, and
 - d. *have demonstrated professional practice consistent with, ASTC's Code of Ethics.*
 - e. In the event a person worked with a firm in undertaking a project, such person shall receive credit as having completed the project only if he was the responsible person in charge of such project.

3. *Associate Members: There shall also be a class of Members know as "Associate Members". Associate Members shall:*
 - a. *Be an individual who applies for membership in the Society and meets all the qualifications of the Bylaws Article II. 2. a. to e. except for the five (5) years requirement (b.), and does not yet meet the requirement of (c.) completed five (5) projects as a theatre consultant.*
 - b. *An Associate Member shall be entitled to attend meetings of the Society but shall have no voting rights. An Associate Member will not receive a Membership Certificate.*
 - c. *An Associate Member shall comply with the Dues requirements of Article XV except, an Associate Member shall not be required to pay the initial **\$1,500.00** first year amount but instead will be required to pay the per year Dues listed in the **Table of Member Dues under Article XV below**, payable on or before January 1 of each year. These Dues may be increased or decreased as stipulated in Article XV of the Bylaws.*
 - d. *An Associate Member shall not be permitted to use ASTC after his/her name, but may use "Associate ASTC Member" in his/her resume or in his/her company's literature.*
 - e. *An Associate Member shall not be listed in any Membership Roster distributed to the public or potential clients.*
 - f. *The term of Associate Member shall not exceed three (3) years. If, at the end of three (3) years of Associate Membership, the individual has not completed the requirements of full membership, the Associate Membership shall be terminated without recourse by the individual. The individual shall be required to sign, as part of their acceptance by the Society as an Associate Member, a statement to effect that, in the event at the end of three (3) years he/she has not met the qualifications for full Membership in the Society, there will be no protest on the part of the individual for not being accepted as a full Member of the Society.*
4. *Application for Membership. Application for membership shall be made as required for that purpose. An applicant for membership shall give as a reference at least two members in good standing of the corporation who shall act as sponsors. There shall be no limit to the number of members. The application. shall be accompanied by such fees as may be required by the Board of Directors.*
5. *Election. Upon determination that an applicant meets the qualifications set forth above and upon approval of his/her application by the Board of Directors, the applicant shall become a Member or Associate Member of the corporation. Adverse determinations shall be reversed and the applicant admitted to membership, upon find by the affirmative vote of a majority of the members that the applicant meets the qualifications set forth in Subsection (a) above.*

- B. Rights of Members. The right of a member to vote and all his/her right, title and interest in or to the corporation shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
- C. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation.
- D. Annual Meetings. The annual meetings of the members of the corporation shall be held at any place within or outside the State of California designated by the Board of Directors or at such place designated in written consent of all the members entitled to vote thereat, given before or after such meeting. In the absence of such designation, members meetings shall be held at the principal executive office of the corporation. The annual meeting of members shall be held each year on a date and at a time designated by the Board of Directors. At each annual meeting directors shall be elected, and any other proper business may be transacted.
- E. Notice of Annual Meeting. Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten nor more than ninety days before the meeting, upon each person who appears upon the books of the corporation as a member and, if mailed, such notice shall be directed to the member at his/her address as it appears on the books of the corporation, unless he/her shall have filed with the Secretary of the corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated by such request. If notice is given by mail and the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty days before the meeting.
- F. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the Board, the Chairman of the Board, or the President and must be called by the President or Secretary on receipt of the written request of fifty percent or more of the members of the corporation.
- G. Notice of Special Meetings. Notice of a special meeting stating time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States not less than ten nor more than ninety days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books of the corporation, unless he/she shall have filed with the Secretary of the corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. If notice is given by mail and the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty days before the meeting.

- H. Quorum. At any meeting of members of the corporation the presence of a majority of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member unless the adjournment is for more than 45 days. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
- I. Voting. At every meeting of members each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the corporation shall be entitled to vote. The vote of the Directors and, upon demand of any member, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.
- J. Waiver of Notice. Whenever under provisions of any law or under the provisions of the Articles of Incorporation or bylaws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken by his/her attorney thereunto authorized.
- K. Removal of Members.
1. Suspension and Termination of Membership for Nonpayment of Dues. In the event that any Member *or Associate Member* shall fail to pay dues by the end of the first month from the due date, the Membership of such person shall automatically be suspended. Suspension of membership results in the forfeiture of all membership rights and privileges. Such suspension shall automatically be revoked and all membership rights and privileges restored, upon payment by any such suspended member of all dues in arrears provided that they are paid within three months from the due date. In the event that dues in arrears are not paid, the membership of such member shall automatically be terminated. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

2. Expulsion. Any member may be removed from membership for just cause, for other than nonpayment of dues by the affirmative vote of two-thirds of the membership either in person or by proxy, at any regular or special meeting called for that purpose. Any such member proposed to be removed shall be entitled to at least fifteen days' prior notice in writing by first-class or registered mail of the meeting at which such removal is to be voted upon. Such member shall be entitled to appear before and be heard at such meeting which shall take place not less than five days before the effective date of the removal.
 3. Failure to Meet Membership Requirements. In the event that any member fails to continue to derive the principal income from theatre consulting, or retires from active theatre consulting, the membership of such person in the corporation shall automatically terminate.
- L. Compensation and Expenses. Members shall not receive any stated salary for their services as such, but shall be reimbursed for reasonable expenses incurred by them if such expenses are approved by the Board of Directors. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the corporation appropriate to the value of such services.
- M. Action Without Meeting. Any action which may be taken by the written consent of the members, may be taken without a meeting if all the members individually or collectively consent in writing to such action.
- N. Determination of Members of Record. The record date for the purpose of determining the members entitled to notice of any meeting of members is ninety (90) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members.
- O. *Emeritus Members: Members Emeritus shall be individuals who have been regular Members and retire from the business of theatre consulting because of age, infirmity or long service, but shall be on the rolls. Members Emeritus shall have no voting rights and shall not be obligated to pay any dues.*
- P. *Honorary Members. There shall be a special class of members known as "Honorary Members". Honorary Members shall be (i) individuals who have been regular members and retire from the business of theatre consulting, or (ii) individuals elected by a majority of the Board of Directors who have performed eminent service in the advancement of theatre consulting or in the allied arts and sciences. Honorary Members shall have no voting rights, or rights to notice of meetings of members, and shall not be obligated to pay any dues.*

Q. *Fellow Members*

1. *Purpose and Eligibility*

- a. *Fellowship in the ASTC is intended for Members who are elevated to Fellowship by a jury of their peers. Members who have rendered conspicuous service or made notable contributions to the advancement or diffusion of the knowledge of theatre consulting, or the fostering of its practical applications, and who have rendered significant service to the ASTC in multiple fashions, shall be eligible for election to Fellowship in the Society.*
- b. *Fellowship is one of the highest honors the ASTC can bestow upon a Member. Elevation to Fellowship not only recognizes the ASTC BYLAWS achievements of a consultant as an individual but also elevates before the public and the profession those professionals who have made significant contributions for a significant number of years.*
- c. *To be considered for elevation to Fellow status, a Member must:*
 - 1) *Be a Member in good standing in the ASTC for at least fifteen years. Membership years may be consecutive or non—consecutive.*
 - 2) *Exhibit service to the ASTC through leadership, publication or mission advancement work.*
 - 3) *Be nominated according to the procedure below. Emeritus Members are eligible for nomination. Posthumous elevation is permissible.*

2. *Nomination: The nomination process shall be as follows:*

- a. *Member must be nominated for consideration by a sponsor.*
- b. *Any Member of the Society may serve as sponsor of the Member to be nominated for Fellowship.*
- c. *Before nominating a candidate, it is incumbent upon the nominator to have a genuine familiarity with the nominated Member and the Member's work.*
- d. *The sponsor shall collect professional history of the nominee and submit it, with an accompanying letter of nomination, to the President of the Society and to the Chair of the Fellowship Review Committee. The professional history should address the following topics. Not all criteria below are mandatory for consideration.*
 - 1) *Verification of eligibility.*
 - 2) *Education.*
 - 3) *Positions held.*
 - 4) *Major professional achievements.*
 - 5) *Demonstrated expertise of the highest level in multiple types of theatre projects.*
 - 6) *History of multiple examples of service to ASTC.*
 - 7) *Published works.*
 - 8) *Research.*
 - 9) *Service to the profession through education.*
 - 10) *Awards.*

- e. *The Sponsor shall also solicit two letters of recommendation from other Members. Not more than one letter shall be from a Member or Fellow employed by the organization which employs the candidate. Recommendation letters shall address the Professional history submitted with the nomination letter.*
 - f. *Nominations shall be accepted once every two years. Nominations completed after the deadline will be reviewed in the following review cycle. Due to eligibility requirements and limits on quantity of Fellows, it is anticipated that certain review periods will have no nominations. b.1.7 All nominations material shall be submitted by a deadline established by the Fellows Review Committee. It is mandatory that the Review Committee maintain appropriate time for its review and recommendation to the Board of Directors. Sufficient review time shall be allotted to allow for Review Committee to seek clarifications on the submitted material.*
 - g. *The Review Committee shall recommend for elevation no more than three Members in any review period (inaugural period excepted).*
3. *Review by the Fellowship Review Committee*
- a. *The Fellowship Review Committee will review all applications and make recommendations to the Board of Directors regarding elevation to Fellowship.*
 - b. *The Review Committee will produce a written document of recommendation for each candidate. For any Member elevated to Fellow, this document shall serve as a validation and a record of the elevation process. The document shall become part of the Membership records and shall be available for review by any Member (see Governing Rules for Fellowship Elevation Below)*
 - c. *The Board will review each recommendation and make final determination regarding elevation. The Board will consider all aspects of the nominee's tenure with the Society in addition to the Review Committee's recommendation.*
4. *Governing Rules for Fellowship Elevation*
- a. *The status of Fellow must be maintained as one of the highest distinctions within the ASTC. To insure the appropriate level of selectivity for elevation, the following rules shall govern the deliberations of the Fellows Review Committee and the Board of Directors.*
 - b. *Fellow status shall be limited to not more than 15% of the current roster of active Membership.*
 - c. *Active Membership census shall include only active Members and Associate Members.*
 - d. *Any Fellow leaving active Membership shall not be counted within the quota for Fellows listed above.*
 - e. *If the roster of active Membership declines to a point where Fellows exceed the quota listed above, existing Fellows shall maintain Fellows status.*

5. *The Fellows Review Committee shall maintain a copy of its formal recommendation for any Member recommended for elevation. This evaluation will be available to any Member upon request.*
6. *The Board of Directors shall retain authority to rescind Fellowship status for cause.*
7. *Membership Status and Benefits: Fellows will be granted the following:*
 - a. *The status of "Fellow of the American Society of Theatre Consultants", abbreviated as "Fellow, ASTC or "FASTC".*
 - b. *reduction in all future Membership dues to 50% of the current Member dues.*
 - c. *Recognition as a Fellow in all ASTC Member rosters.*
 - d. *Notification of the elevation to Fellow status in ASTC publications.*
 - e. *Other recognition as approved by the Board of Directors.*

ARTICLE III

Directors

- A. Election. The business and property of the corporation shall be managed and controlled by the Board of Directors, who shall be elected *to staggered two (2) year terms* by the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. *Beginning in 2016, four (4) directors shall be elected to two year terms and three directors elected to one year terms. In 2017, the three expiring director positions shall be filled with two year terms. Thereafter, director elections shall be for 2 year terms, four directors in even years and three directors in odd years.* The Directors shall be members of the corporation and shall be chosen by ballot at such meeting by a majority of the votes of the members, voting either in person or by proxy.
- B. Number. The number of Directors of the corporation shall be *seven (7)*, but such number may be increased or decreased by amendment to these bylaws by a majority vote of the members of this corporation. When the number of Directors is so decreased by amendment adopted by the members, each Director in office shall serve until his term expires, or until his resignation or removal as herein provided.
- C. Resignation. Except as otherwise provided by law, any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
- D. Removal. Any Director may be removed by the vote of a majority of all of the members.

- E. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum. The members may elect a Director at any time to fill any vacancy not filled by the Directors.
- F. Annual Meetings. Immediately after each annual election the newly elected Directors may meet forthwith at the principal office of the corporation to elect officers, and to transact other business, and if a quorum of Directors be then present, no prior notice of such meeting need to be given.
- G. Special Meetings. Special meetings of the Board of Directors may be called by the President, Vice President or any two Directors.
- H. Notice of Meetings. Notice of all Director's meeting, except as herein otherwise provided, shall be given by mail at least four days or by telephone or telegraph at least 48 hours before the meeting, but such notice may be waived in writing by any Director. Notice shall be directed to each Director at his/her address as it appears on the books of the corporation, unless he/she shall have filed with the Secretary of the corporation a written request that notices intended for him/her be mailed to some other address in which case it shall be mailed to the address designated in such request Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any meeting at which every Director is present, even though without any notice of waiver thereof, any business may be transacted.
- I. Chairman. At all meetings of the Board of Directors the President or Vice President, or in their absence a chairman chosen by the Directors, present, shall preside.
- J. Quorum. At all meetings of the Board of Directors a majority of the Directors authorized by these bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. At any meeting whether or not a quorum is present, a majority of those present may adjourn the meeting to another time and place unless the meeting is adjourned for more than 24 hours. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

- K. **Contracts and Services.** The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise. Any contract, transaction on behalf of the corporation in a matter in which the Board of Directors or Officers personally interested as stockholders, Directors, or otherwise, shall be approved by a majority of the Directors excluding the vote of the interested Director or Directors and shall be at arm's length and not violative of the prescriptions in the Articles of Incorporation. No contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1954, as amended, and regulations promulgated thereunder as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.
- L. **Compensation.** Directors shall not receive any stated salary for their services as such, but by resolution of the Board a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.
- M. **Powers.** All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the State of California, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees consisting of not less than two Directors or to Officers of the corporation, such powers as they may see fit.
- N. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board of Directors if all members of the Board individually or collectively consent in writing to such action.

ARTICLE IV

Officers

- A. Officers. The Officers of the corporation shall be a President, Vice President, Secretary, Chief Financial Officer, and such other Officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President
- B. Election. Term of Office and Qualifications. The President shall be elected annually by the Board of Directors, and other Officers shall be elected annually by the Board of Directors from among the membership as the Board of Directors may see fit, at the first meeting of the Board of Directors after the annual meeting of members of the corporation.
- C. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the next annual meeting of the members and until the election and qualification of his/her successor.
- D. President. The President shall preside at all meetings of members and of the Board of Directors. He/She shall have an exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
- E. Vice President. At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors.
- F. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have custody of the corporate seal. He/she shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He/she shall keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residences, and such books shall be open for inspection as prescribed by law.

He/she may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the corporation. He/she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

- G. Chief Financial Officer. The Chief Financial Officer shall have custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He/she shall sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the Board of Directors or by these bylaws to some other Officer or agent of the corporation. He/she shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/she shall enter regularly on the books of the corporation to be kept by him/her for the purpose, full and accurate accounts of all moneys and obligations received and paid or incurred by him/her for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the corporation. He/she shall, in general, perform all the duties incident to the office of Chief Financial Officer, subject to the control of the Board of Directors.
- H. Removal. Any Officer may be removed from office by the affirmative vote of a majority of all the Directors at any regular or special meeting called for that purpose. An Officer shall be chosen and serve at the pleasure of the Board subject to the rights, if any, of an Officer under a contract of employment.

ARTICLE V

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

ARTICLE VI

Contracts

The Board of Directors, except as in these bylaws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and 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, or to pledge its credit, or render it liable for any purpose or to any amount

ARTICLE VII

Committees

- A. The Board may create by a majority vote of all of the Directors any committee or committees, each to consist of two or more Directors. The members of any such committee shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers and authority of the Board in the management of the business and affairs of the corporation as shall be designated by the Board of Directors, except with respect to (i) the approval of any action for which the approval of the members, or a majority of all members, is required; (ii) filling a vacancy on the Board or in any committee having the authority of the Board; (iii) fixing the compensation of any Director; (iv) amending, repealing or adapting any bylaw; (v) amending or repealing any resolution of the Board which by its express terms is not amendable or repealable; (vi) appointing committees of the Board of the members thereof; (vii) expending corporate funds to support a nominee for Director after more people are nominated for Director than can be elected; and (viii) approving any self-dealing transaction. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.
- B. The members of any committee shall not receive any stated salary for their services, but may receive, by resolution of the Board of Directors, a fixed reasonable sum for expenses or special meeting of such committee. The Board of Directors shall have the power to contract for and to pay special compensation to any member of a committee for rendering unusual or exceptional services to the corporation, appropriate to the value of such services.

ARTICLE VIII

Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke such powers as granted at its pleasure.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

No member, Director, Officer, employee, member of a committee, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE X

Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the corporation's tax exemption under the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE XI

Amendments

- A. By Directors. The Board of Directors shall have power to make, alter, amend, and repeal the bylaws of the corporation by affirmative vote of a majority of the Board, except as otherwise provided by law. All bylaws made by the Board of Directors may be altered, amended, or repealed by the members.
- B. By Members. The bylaws may be altered, amended, or repealed at any meeting of members of the corporation by majority vote of the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.
- C. Any bylaws related to the power of the Board to amend the bylaws, the number of Directors, the length of Directors' terms, the method of selecting Directors, the quorum for a meeting of members, proxy rights or cumulative voting shall be adopted, amended or repealed only by a majority vote taken at a duly noticed meeting of members.

ARTICLE XII

Exempt Activities

Notwithstanding any other provision of these bylaws, no member, Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501c (6) of the Internal Revenue Code of 1954, as amended and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE XIII

Annual Report

The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning

certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certification of the authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XIV

Indemnification

Each Director and Officer of the corporation shall be indemnified to the fullest extent permitted by California law.

ARTICLE XV

Dues

Annual dues initially shall be **\$1,500** in the first year of *full Membership and (Refer to table Below) each year thereafter.* Annual dues initially shall be *(Refer to table Below) in the first year for Associate Membership and (Refer to table Below) each year thereafter,* payable on or before January 1 of each year. The Board of Directors may from time to time in its discretion increase or decrease the annual dues payable and establish the time for making payment. A member or Associate Member may avoid liability for payment of dues by resigning from membership prior to the date when such dues are payable. Except for the dues described in this paragraph, membership is non-assessable.. Dues of the first year of admission or portion thereof of the year, shall be payable on admission to membership.

Table of Member Dues

Date	Dues Amount
Incorporation to 1994	\$250
1994 to 2015	\$350
2016	\$450
2017	\$550
2018	\$650
2019 and beyond	\$650

ARTICLE XVI

Code of Ethics

- A. The Society shall establish and maintain a Code of Ethics as guidelines for the conduct of members discharging their duties as theatre consultants.
- B. The Board of Directors may, upon receipt of a written complaint of an ASTC member's professional practice or its own *motion*, establish an *Ethics Review Committee whose specific purpose shall be to review the alleged violation(s) of the Society's Code of Ethics and to recommend a course of action to the membership.*

EXHIBIT A

S. Leonard Auerbach
Teddy Dean Boys
Robert Davis
George Thomas Howard
George C. Izenour
Ron Jerit
Edgar (Ned) Lustig
R. Duncan Mackenzie
Vince Piacentini
Malcolm Thorton
Robert Wolff

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of the American Society of Theatre Consultants, a California nonprofit mutual benefit corporation; and

That the foregoing bylaws, comprising *twelve (12)* pages, constitute the bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on January 14, 1983

is signature

S. Leonard Auerbach, President

Transcribed with Amendments March 02, 2004 Edgar L. Lustig, ASTC Secretary.
Reformatted and Amended June 30, 2015. R Duane Wilson, ASTC Secretary