

I. Name

The name of the organization shall be "The Q Collective." It shall incorporate under Missouri statutes for not-for-profit corporations.

II. Mission

The Q Collective produces theatre that explores gender, sexuality, and romantic orientation, and emphasizes development of local playwrights and composers.

III. Board of Directors

Section 1. Management

The affairs of the corporation shall be supervised by a self-perpetuating board of directors consisting of not less than three (3) and not more than (15) persons (as decided from time to time by the board of directors) in a manner specified in section 2.

Section 2. Meetings

The board of directors shall meet quarterly on a date to be decided by the board of directors. All meetings of the board, regular or special, shall be held at such time and place as shall be determined by the President or, if not designated by the President, then as determined by the board of directors. Special meetings of the board of directors may be called by or at the request of the President, or in the absence of the President, by the secretary, or any two directors.

Members of the board of directors or of any committees designated by the board of directors may participate in a meeting of the board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing set forth the action to be taken and are agreed to by all members of the board or of the committee as the case may be. The consent shall have the same force as the effect of an unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the board of directors or of the committee as the case may be.

Section 3. Notice

Notice of any meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each director at such director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special

meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

#### Section 4. Quorum

Two-thirds of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

#### Section 5. Manner of Acting

The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the board of directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.

The President shall only cast a vote pertaining to decisions made by the board of directors when a vote of the regular board members results in a tie. In such an instance the vote of the President is required.

### IV. Terms and Election of Directors

#### Section 1. Terms

Each director shall be elected for a term of two (2) years, at an annual meeting of the board of directors. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself/herself indefinitely.

#### Section 2. Vacancies

When vacancies occur, the board shall consider the following criteria for the selection of board members:

- a. Two-thirds (2/3) of board members shall be residents or business owners in the Greater St. Louis Metropolitan Statistical Area.
- b. The board of directors shall regularly seek the advice and counsel of the beneficiaries of all activities promoted by the Corporation in all its decisions.
- c. The initial members of the board of directors shall be:
  - Sean Simpson, President, 3737A Bamberger Avenue, St. Louis, MO 63116
  - Ashley Netzhammer, Treasurer, 8 Lakefront Drive, Swansea, IL 62226
  - Darrious Varner, Secretary, 1032 Wylin Court, St. Louis, MO 63135
  - Jordan Zeitler, 3242-5 Richardson Place Road, Arnold, MO 63010

#### Section 3. Removal

The board of directors may, by resolution adopted by a two-thirds majority vote of the directors, remove a fellow board member for just cause. If a board member is absent from three consecutive regular meetings of the board of directors, that board member may be removed by an action of the majority of the board members present at a regular or special meeting.

### V. Officers

#### Section 1. Officers

a. Officers: The officers of The Q Collective shall be the President, Vice President, Secretary, Treasurer.

1. President – The President shall prepare agendas and preside over meetings of the Board of Directors and work with the Artistic Director to manage the affairs of the organization.

2. Vice President – The vice President shall assist the President as may be requested by him/her, and shall perform the duties of the President or secretary in his/her absence or in the event of his/her inability or refusal to act.

3. Secretary – The secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary.

4. Treasurer – The Treasurer shall oversee the financial dealings and records of the organization in cooperation with the Artistic Director, and be responsible for, or confirm that the Artistic Director is responsible for, the filing of annual tax returns and other financial documents.

b. Term: Each officer shall take office at the October meeting and shall serve for a term of two years.

c. Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting.

d. Duties: The officers shall perform those duties customarily assigned to the offices held. The President, Treasurer, Artistic Director, and Managing Director may sign checks. Checks over \$2500 must have two signatures.

## Section 2. Ex-Oficio Members of the Board of Director

The artistic director, managing director, and the immediate past President shall serve as ex-officio members of the board of directors. The Founding Artistic Director shall be considered a permanent ex-officio member of the board of directors.

## VI. Senior Staff

### Section 1. Artistic Director

a. The Artistic Director shall be hired by a two-thirds majority vote of the board of directors.

b. The Artistic Director of the organization shall be responsible for:

i. managing of the artistic affairs of the company;

ii. overseeing of the organizations artistic goals and adherence to those goals;

iii. the selecting and overseeing of all productions;

iv. the signing of contracts and other legal papers and agreements, or the authorization of other Executive Committee members to do the same;

v. making regular reports to the Board of Directors on the company's artistic and programatic progress;

vi. the overseeing of all marketing and informational material produced in the name of this organization; and

vii. the hiring and firing of all parties working on a specific production.

c. The Artistic Director may be dismissed by a three-fourths vote of the board of directors.

## Section 2. Managing Director

- a. The Managing Director shall be hired by a two-thirds majority vote of the board of directors.
- b. The Managing Director shall report to the Artistic Director.
- c. The Managing Director shall be responsible for:
  - a. the non-artistic affairs of the organization;
  - b. maintaining financial records and making financial reports;
  - c. the writing and submitting of grant applications; and
  - d. the hiring and firing of all permanent staff, excepting the artistic director, of the company
- d. The Managing Director may be dismissed by a three-fourths vote of the board of directors.

## VII. Committees

The board of directors, as necessary, may designate regular or special project committees, or such committees as designated by the President.

- a. The chairperson of a committee shall be a representative from the board of directors.
- b. The President of The Q Collective shall be an ex-officio member of all committees.
- c. Meetings of each committee may be called by its President or by the President of The Q Collective on five days notice to the members of the committee. Committees shall meet as often as is necessary to conduct their business.
- d. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular board meetings.
- e. The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.

## VIII. Amendments

Amendments to these by-laws shall be approved by a two-thirds majority vote of the Board of Directors, with thirty (30) days written notice given of the proposed change. When passed, an amendment shall become immediately effective and part of the organization's by-laws.

## IX. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted Friday, May 4, 2018