



Bylaws of Friends of DramaTech, Inc.

ARTICLE I. Name of Corporation

The name of the Corporation is **Friends of DramaTech, Inc.** (herein "**the Corporation**").

ARTICLE II. Purpose of Corporation

Section 1. Nonprofit Purpose

This Corporation is organized and operated exclusively as a social club for the pleasure and recreation of its Members and other nonprofit purposes, within the meaning of § 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

This Corporation is organized to provide networking opportunities to alumni and supporters of DramaTech Theatre (herein "**DramaTech**"), the student-run theater at the Georgia Institute of Technology (herein "**Georgia Tech**"). The Corporation shall further act to support and continue the mission of DramaTech.

ARTICLE III. Membership

Section 1. Eligibility for Membership

Application for Membership shall be open to any member of the public who supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a Membership application and, if required, annual dues. Membership is not restricted on the basis of caste, color, disability, gender, national origin, race, religion, sex, or sexual orientation.

Section 2. Rights of Members

The Membership of the Corporation consists of voting Members. Each Member shall be eligible to cast one (1) vote or appoint one (1) voting representative to cast the Member's vote in Corporation elections.

Section 3. Dues

Dues may be required annually as determined by the Board of Directors (herein "**the Board**"). If required, each Member shall pay annual dues according to such schedule as is from time to time prescribed by the Board. Continued Membership is contingent upon being up to date on Membership dues.

Section 4. Rules and Procedures

The Board may create rules or procedures for the Corporation; ratification requires a majority vote of Directors. These rules or procedures may affect the business of the Corporation that is not otherwise defined within these Bylaws. Any rule may be vetoed by a majority vote of Members at annual, regular, or special meetings. The Board shall make these rules and procedures available to Members when they join the Corporation, and within thirty (30) days of any change.

Section 5. Resignation

Any Member may resign by filing a resignation, either written or through electronic transmission, with the Secretary. Resignation shall not relieve a Member of unpaid dues or other charges previously accrued.

Section 6. Suspension and Termination

A Member may have their Membership suspended or terminated by a majority vote of the Corporation's Members at an annual, regular, or special meeting. Any Member may request the termination or suspension of another Member by submitting written notification to the Board in writing or by electronic transmission. The Board shall then transmit notice to all voting Members and written notice to the Member in question no fewer than fifteen (15) days prior to the meeting. The Member in question shall have the opportunity to submit a written response to the notice to be read at the meeting or present an oral response at the meeting prior to a vote by the Membership.

Any written request to suspend or terminate Membership, and any subsequent notice of a meeting for the purpose of suspension or termination, must contain a description of perceived violations of the Corporation's Bylaws, rules, policies, or the manner in which the Member in question has acted in bad faith towards the Corporation.

Any Member whose membership in this Corporation shall have been suspended shall not be a Member during the period of suspension, and shall have no interest in any of the activities, business, properties, assets, and income belonging to the Corporation until such time as such Member complies with all requirements of the Board for the removal of the suspension and the return to good standing.

A Member terminated for any reason shall forfeit any dues or special assessments paid during membership. No Member who has been expelled shall be eligible for reinstatement to Membership for at least one (1) year from the date of expulsion. Such former Members shall not be readmitted until all arrears in dues and/or monetary obligations to the Corporation have been paid. The Member applying for reinstatement to Membership must have their reinstatement reviewed by the voting Members and Board.

Section 7. Member Liability

Members are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

Section 8. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of Membership.

ARTICLE IV. Meetings of Members**Section 1. Annual Meeting**

The Annual Meeting of the Members shall take place on such date and time, at such place as designated by the Board and stated in the notice of the meeting. The Annual Meeting may be held in person, remotely using conferencing technology, or a combination thereof.

At the Annual Meeting:

- a. The Members shall elect a sufficient number of Directors to fill seats identified by the Board as vacant or expiring;
- b. The Members shall transact such other business as may properly come before the meeting;
- c. Minutes of the meeting will be kept and archived;
- d. The President and Treasurer shall report on the activities and financial condition of the Corporation; and
- e. The Members shall consider and act upon such other matters as may be raised, consistent with the notice requirements of O.C.G.A. §§ 14-3-705 and 14-3-706.

Section 2. Regular Meetings

Regular meetings of the Members may be held at any place designated by the Board, upon call by the President. There shall be at least one (1) regular meeting each year, which may also be the Annual Meeting. Meetings may be held in person, remotely using conferencing technology, or a combination thereof.

Section 3. Special Meetings

Special meetings may be called by the President, at least one third (1/3) of the Board, or at least five percent (5%) of the voting Members of the Corporation. A special meeting called by any Member (other than the Board) entitled to call a meeting shall be called in writing or by electronic transmission, specifying the general nature of the business proposed to be transacted, and submitted to the President. The Officer receiving the request shall cause notice to be given promptly to the voting Members, in accordance with Article IV, Section 4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least twenty (20) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the Members requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting may be held when the meeting is called by the Board. No business other than the business of a general nature of which was set forth in the notice of the meeting may be transacted at a special meeting. Minutes of the meeting will be kept and archived.

Section 4. Notice

Notice of the time, place, and purpose of holding any annual or regular meeting shall be given to each Member who on the record date of notice is permitted to attend such a meeting at least ten (10) days but no more than sixty (60) days prior to the scheduled date for the meeting. The notice of a meeting will include the proposed agenda for the meeting. All notices shall be given in writing or by electronic transmission. Notice of a meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting.

Section 5. Quorum

Ten percent (10%) or more of the Members entitled to vote shall be necessary to constitute a quorum for the transaction of business. Any vote taken by electronic means shall be counted toward the quorum. Unless twenty percent (20%) or more of the voting Membership is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of Members are those matters which are described in the meeting notice.

Section 6. Voting

Unless otherwise specified in these Bylaws, all issues to be voted on shall be decided by a simple majority of the voting Members present in person or by proxy at the meeting in which the vote takes place. Unless otherwise specified, Members shall have one (1) vote upon any question coming before any meeting of the Members.

Section 7. Proxies

Members may vote by proxy per the procedures and requirements specified in O.C.G.A. § 14-3-724.

Section 8. Written Ballots

- a. Subject to the provisions of this Section, any action required or permitted to be taken at any annual, regular, or special meeting of Members by the Articles of Incorporation or the Bylaws may be taken without a meeting by written ballot so long as one-third (1/3) or more of voting Members submit completed ballots. A majority of ballots cast shall authorize the action and voting shall comply with the following:
 - i. Indicate the number of responses needed to meet the quorum requirements;
 - ii. State the percentage of approvals necessary to pass the measure or measures with respect to ballots other than for election of Directors; and
 - iii. Specify the time by which the ballot must be received in order to be counted.
- b. The Board shall distribute one (1) written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Article IV, Section 4. All solicitations of votes by written ballot shall:
 - i. Set forth the proposed action;
 - ii. Provide the Members an opportunity to specify approval or disapproval of each proposed measure; and
 - iii. Provide reasonable time in which to return the ballot to the Board.

Each ballot so distributed shall:

- i. Set forth the proposed action;
 - ii. Provide the Members an opportunity to specify approval or disapproval of each proposed measure; and
 - iii. Provide reasonable time in which to return the ballot to the Board.
- c. A written ballot may not be revoked.

d. Whenever action is taken pursuant to Article IV, Section 8, Subsections a and b, the written consents of the Members consenting thereto shall be filed with the minutes of proceedings of Members.

e. A meeting of the Members may be conducted, in whole or part, by electronic transmission by and to the Corporation or by electronic video screen so long as the Members who appear in person or by proxy, if any, can reasonably participate and vote on matters submitted and read or hear the proceedings substantially concurrently with the proceedings. The Corporation shall maintain a record of all electronic votes or actions taken at the meeting.

ARTICLE V. Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Qualifications

Directors shall be natural persons who are eighteen (18) years of age or older, but need not be residents of the state of Georgia. Directors shall be Members of the Corporation as defined in Article III, Section 1.

Section 3. Number of Directors

The number of Directors shall be fixed from time to time by the Board, but shall consist of no fewer than three (3).

Section 4. Terms of Directors

- a. The term of each Director shall be two (2) years. Directors may be elected for successive terms. Each term shall begin at the first Board meeting after the election.
- b. A decrease in the number of Directors or term of office does not shorten an incumbent Director's term.
- c. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.
- d. A Director may continue to serve after their term expires until the Director's successor is elected, designated, or appointed, or until there is a decrease in the number of Directors.

Section 5. Election of Directors

- a. The Directors (except the initial Directors) shall be elected at the first Annual Meeting of Members, and at each Annual Meeting thereafter, pursuant to Article V, Section 5, Subsection b.
- b. Half of the Directors rounded up shall be elected by voting Members at the Annual Meeting each even-numbered year. The remaining Directors shall be elected by voting Members at the Annual Meeting each odd-numbered year.

c. Directors shall be elected by a plurality of the votes cast at an election held during a meeting at which a quorum is present, or by written ballot when the number of votes cast by ballot within the specified time period equals or exceeds the quorum requirement.

d. Each Member entitled to vote shall be entitled to cast one (1) vote for each Director position up for election, but no more than one (1) vote for each Director candidate.

Section 6. Meetings of the Board

a. An Annual Meeting of the Board shall be held in conjunction with the Annual Meeting of the Membership;

b. The Board may provide by resolution the time and place for the holding of regular meetings of the Board;

c. Special meetings of the Board may be called by or at the request of the President or at least one third (1/3) of the Board;

d. Notice of the Annual Meeting of the Board and any regular meetings of the Board shall be sent to all members of the Board no fewer than 10 days prior to the meeting date;

e. Notice of special meetings of the Board shall be sent to all members of the Board no fewer than two (2) days prior to the meeting; and

f. A quorum of the Board shall consist of a majority of the number of Directors in office immediately before the meeting begins.

Section 7. Resignation of Directors

A Director may resign at any time by delivering notice in writing or by electronic transmission to the Board or its presiding Officer. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 8. Removal of Directors

The Members may remove, with or without cause, one (1) or more Directors:

a. A Director may be removed by a majority vote of the Members.

b. A Director elected by the Members may be removed by the Members at a meeting. The meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director.

c. The entire Board may be removed by a majority vote of no confidence of the Members. If the no confidence vote is approved, a special meeting shall be held within thirty (30) days to hold elections for new Directors. The Directors may continue to serve until that meeting, at which time their seat shall be considered vacant.

Section 9. Vacancies

If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of Directors:

- a. The Board may appoint a Director to fill the vacancy until an election can be held; and
- b. The Members will elect a Director to fill the vacancy for the remainder of the position's term at the next annual, regular, or special meeting.
- c. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 10. Compensation

Directors on the Board shall not be entitled to receive compensation for the Director's services as a Director on the Board.

ARTICLE VI. Officers

Section 1. Titles

The Officers of the Board shall be the President, Treasurer, and Secretary. All Officers must have the status of active members of the Board.

Section 2. President

The President shall have the following duties:

- 1) Preside at all meetings of the Board;
- 2) Have general and active management of the business of the Board;
- 3) Act as liaison between the Corporation and all other bodies, including DramaTech and Georgia Tech;
- 4) Have general superintendence and direction of all other Officers and Committees and see that their duties are properly performed;
- 5) Assign other duties to Board members as may be required;
- 6) Be an *ex officio* member of all standing Committees;
- 7) Assume the duties of other Officers in their absence; and
- 8) Conduct a periodic review of these Bylaws.

Section 3. Treasurer

The Treasurer shall have the following duties:

- 1) Manage the Corporation's finances;
- 2) Present a complete and accurate report of the finances raised by the Board at each meeting of the Members, or at any other time upon a Member's request to the Board;
- 3) Present at the Annual Meeting a budget of expected expenses and revenues for the upcoming year;
- 4) Assist in direct audits of the Corporation according to funding source guidelines and generally accepted accounting principles;
- 5) Have the right of inspection of the funds of the Corporation including budgets and subsequent audit reports;
- 6) Organize fundraising campaigns;
- 7) Perform such other duties as may be prescribed by the Board or the President; and
- 8) Assume the duties of the President in their absence.

Section 4. Secretary

The Secretary shall have the following duties:

- 1) Record, preserve, and distribute minutes, records, and votes, other than financial, of all proceedings of the Board and the Corporation;
- 2) Author or appoint an author for meeting minutes of all annual, regular, or special meetings of the Board and the Membership in a timely manner, and post publicly once approved;
- 3) Keep all Members up to date on upcoming meetings and activities;
- 4) Process all applications for Membership;
- 5) Maintain and manage the Membership roster, mailing lists, and social media groups;
- 6) Provide a copy of the Bylaws and other Corporation documents to any Member upon request;
- 7) Perform such other duties as may be prescribed by the Board or the President; and
- 8) Assume the duties of the President in the absence of the President and the Treasurer.

Section 5. Additional Officers

The Board may elect additional Officers as it deems beneficial for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine.

Section 6. Delegation of Duties

In the case of the absence of any Officer, or for any other reason the Board may deem sufficient, the Board may delegate all or any part of the powers or duties of any Officer to any other Officer, any other Director, or to a Committee.

Section 7. Election of Officers

Officers shall be nominated and elected by a simple majority of Directors at the first regular meeting of the Board after the election of Board members. Until a new President is elected, the incumbent President will preside over the meeting.

Section 8. Terms of Officers

Those Officers elected shall serve a term of one (1) year, commencing at the conclusion of elections.

Section 9. Resignation of Officers

An Officer may resign at any time by delivering notice in writing or by electronic transmission to the Board or its presiding Officer. A resignation is effective when the notice is delivered, unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board accepts the future effective date, the pending vacancy may be filled before the effective date, provided that the successor does not take office until the effective date.

Section 10. Removal of Officers

The Board may remove any Officer at any time, with or without cause, by a two thirds (2/3) vote of all active Directors.

Section 11. Vacancies

The Board may elect an Officer to fill a vacancy at the next annual, regular, or special meeting of the Board. The President shall assume the duties of the vacant Officer position.

ARTICLE VII. Committees**Section 1. Committee Formation and Dissolution**

The Board may create or dissolve Committees with a majority vote, as needed.

Section 2. Committee Chairs

Each Committee will have a Chair, as appointed by the President. The Committee Chair may be any Member of the Corporation in good standing.

Section 3. Committee Membership

Any Member of the Corporation in good standing may serve on a Committee.

ARTICLE VIII. Corporate Staff

Section 1. Hiring of Corporate Staff

The Board may hire corporate staff who shall serve at the will of the Board. Corporate staff may be hired at any meeting of the Board by a majority vote, and shall serve until removed by the Board at any meeting of the Board by an affirmative majority vote of the Directors present. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any corporate staff, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE IX. Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

Interested Person. Any Director, principal Officer, or member of a Committee with powers delegated by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with powers delegated by the Board considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the person shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the Board or Committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The President of the Board or Committee Chair shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy**

- i. If the Board or Committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the interested person's response, and after making further investigation as warranted by the circumstances, the Board or Committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting Member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.
- b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Section 6. Annual Statements

Each Director, principal Officer and member of a Committee with Board delegated powers shall annually sign a statement which affirms such person:

- 1) Has received a copy of the conflicts of interest policy;
- 2) Has read and understands the policy;
- 3) Has agreed to comply with the policy; and
- 4) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article IX, Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. Indemnification

- a. The Corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the Corporation against all expenses and liabilities;
 - i. Including, but not limited to, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any action, suit, or proceeding that is threatened, pending, or completed, in which the person may become involved by reason of the person's service in such capacity;
 - ii. Provided that no indemnification shall be provided for any such person with respect to any matter as to which the person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation;
 - iii. And further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.
- b. The Corporation may indemnify such other employees and agents of the Corporation to the same extent and in the same manner as provided above with respect to Directors and Officers, by adopting a resolution by a majority of the Board specifically identifying by name or by position the employees or agents entitled to indemnification.
- c. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- d. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- e. This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI. Books and Records

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board as per O.C.G.A § 14-3-1601.

ARTICLE XII. Use of Collective Membership Marks

The Corporation is the owner of a number of collective membership marks, including, but not limited to, the following: "Friends of DramaTech," "FoDT," "Friends of DT," and the official emblem. Members have the right to use these collective membership marks pursuant to restrictions and requirements that may be set by the Board. Members may only use these marks to indicate Membership in the Corporation. The Members recognize that all use of the collective membership marks by the Corporation inures to the benefit of this Corporation. Members shall take no action which jeopardizes or imperils the validity of the collective membership marks or impairs the value of such marks. Members shall use the collective membership marks only in the form and manner as prescribed by the Corporation, and shall not use any other trademark or service mark in connection with the collective membership marks without prior written approval of the Board. A Member shall promptly notify the Board of any unauthorized use of any of the Corporation's collective membership marks, trade names, trademarks, service marks, and/or copyrights which come to the Member's attention. The Corporation shall have the sole right and discretion to bring infringement or unfair competition proceedings involving its collective membership marks, trademarks, service marks, trade names, and copyrights. Use of any of said marks, names, or copyrights by a Member in a manner which does not comply with the policies established by the Board is prohibited.

ARTICLE XIII. Amendments

Section 1. Process for Amendments

An amendment to the Articles of Incorporation or Bylaws requires the following steps:

- 1) The Board votes to present the proposed amendment to the Members;
- 2) The Board shall give notice to the Corporation's Members of a Membership meeting in accordance with Article IV, Section 4. The notice must include the following items:
 - i) Notification that the amendment will be considered at the meeting;
 - ii) The current wording of the language affected by the amendment;
 - iii) The proposed text of the amendment;
 - iv) The language as it will read if the amendment is adopted; and
 - v) The names of those proposing the amendment and their rationale for offering it.

3) During the meeting, the Members may vote on the proposed amendment. Approval requires affirmative votes from the lesser of:

- i) Two thirds (2/3) of the votes cast at the meeting; or
- ii) A majority of all voting Members in the Corporation.

Section 2. Effective Date of Amendments

An amendment is effective upon approval by the Membership.

ARTICLE XIV. Dissolution

Upon the dissolution or winding up of the Corporation, all of the business, properties, assets, and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed between the Members of the Corporation.

ARTICLE XV. Adoption of Bylaws

We do hereby certify that the above stated Bylaws of Friends of DramaTech were approved by the Board and Members of Friends of DramaTech, Inc. on the 20th day of February, 2021, and constitute a complete copy of the Bylaws of the Corporation.

Graham P. Sweeney, *Chair*

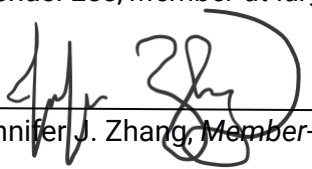
Thomas Copeland, *Treasurer*



Morgan E. Milton, Ph.D., *Secretary*



Michael Lee, *Member-at-large*



Jennifer J. Zhang, *Member-at-large*