

# Articles of Incorporation Of The Wildwood Summer Theatre, Incorporated

November 29, 2013

## **I. Name**

The Name of the Corporation is Wildwood Summer Theatre, Incorporated.

## **II. Purpose**

This Corporation is organized exclusively for literary and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue laws. The primary objectives and purposes of this Corporation shall be to engage in any or all lawful business activities for which a nonprofit, non-stock Corporation under the general laws of the state of Maryland and within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1954 may be permitted, in order to promote and foster the education of area youth in the dramatic, musical, business, technical and social aspects of theatre and to the presentation of these youth theatrical productions to the general public in order to further the literary and cultural advancement of the community. No substantial part of the activities of the Corporation shall include political activities, the carrying-on of political propaganda, or attempts to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

## **III. Duration**

The Corporation shall commence upon the filing of these Articles and its existence is perpetual.

## **IV. Issuance of Stock**

The Corporation shall have no power or authority to issue capital stock.

## V. Board of Directors and Governance

The highest authority in the Association shall be the Board of Directors.

- A. The Board of Directors shall consist of three types of Board members: Tenured Board Members, Annual Board Members, and Ex-officio Board Members. A Board member may not serve as both Tenured and Annual simultaneously.
  - i. Tenured Board Members
    - a. The Board of Directors shall never consist of more than 13 nor fewer than 10 Tenured voting Board Members. Any current member of the Association who has been a member for at least 12 months and participated in at least one of the Association's productions shall be eligible for Tenured Board membership.
    - b. No individual shall become a Tenured Board Member without being nominated by a Board member and elected by a majority of all present and voting Board members.
  - ii. Annual Board Members
    - a. The Board of Directors shall never consist of more than 3 Annual Board Members. Any current member of the Association shall be eligible for Annual Board membership. Annual Board Members serve for a term of one theatre season and may be re-elected.
    - b) One Annual Board Member shall be elected from each of the following segments of the Association: cast, crew, and orchestra.
    - b. No individual shall become an Annual Board Member without being elected by the current membership of the Association. Elections for Annual Board Members shall be governed by an Addendum to these Articles entitled "Wildwood Summer Theatre Annual Board Member Elections".
  - iii. Ex-officio Board Members
    - a. In the event that the Producer and/or Director is neither a Tenured nor an Annual Board Member, he/she shall serve as an Ex-officio, non-voting Board member during his/her term on staff.
- B. The Board of Directors may review the Board membership of any of its members at any time.
  - i. Any member of the Board who has (a) been absent from two consecutive official Board meetings, or (b) been absent from any three official Board meetings in a 12-month period, or (c) been absent from any three official meetings of the Association in a 12-month period, or (d) failed to fulfill his/her requirements as a member of the Association as defined by Article X hereof, shall be automatically subjected to a review of his/her Board membership by the Board of Directors.

- ii. At the end of every meeting of the Board of Directors, the Parliamentarian shall announce the names of any Board members falling under any of the categories (a) through (d) above. The review shall take place at the next official meeting of the Board of Directors.
  - iii. Any member of the Board of Directors who wishes to bring a Board member up for review for any reason other than (a) through (d) above must follow the procedure outlined in an addendum to these Articles entitled "Wildwood Summer Theatre Board Review Process".
  - iv. Expulsion shall require an affirmative vote from 2/3 of all present and voting members of the Board of Directors.
- C. The Board of Directors shall conduct official meetings and may conduct provisional meetings at such times as it deems necessary. The attendance of 2/3 of the members of the Board of Directors shall be required for the conduct of business.
- D. The Board of Directors may appoint and/or dismiss a Counsel to the Board who, after consultation with the Board or its designee, shall act as the Boards representative with respect to appropriate government agencies concerning the Theatres legal status.

## **VI. Application of Earnings**

No part of the Corporations net earnings shall inure to the benefit of or be distributed to its Directors, Officers, Members or any other private persons, except that the Corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of its purposes.

## **VII. Distribution Upon Dissolution**

Upon dissolution of the Corporation, the Board of Directors, after paying or providing for the payment of all the Corporations liabilities, and disposing of assets held by the Corporation, but subject to legally valid requirements for their return, transfer, or conveyance on dissolution of forfeiture, shall arrange for the distribution of all remaining assets to one or more organizations having activities consistent with the purposes of the Corporation, such organizations being described in section 501(c)(3) of the Internal Revenue Code of 1954 as being operated for tax-exempt purposes as defined in the U.S. Code of Federal Regulations, vol. 26 sec. 1.501(c)(3)-1(d).

## **VIII. No Liability**

The Incorporators, Directors, Officers, and Members of the Corporation shall not be individually liable for the Corporations debts or other liabilities.

## **IX. Certain Immunities**

Any person who serves as a Director or who serves on a board or council in an advisory capacity to the Corporation or its Board of Directors shall be immune from civil liability and shall not be subject to suits directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and was acting within the scope of his official capacity, unless such damage was caused by the willful and wanton or grossly negligent conduct of such person.

## **X. Membership**

- A. Any individual who has attained the age of 14 and not yet attained the age of 26 as of June 1 of any given season who, in the opinion of the Board of Directors or its designated representative, demonstrates support for and agreement with the purposes as set forth in Article II hereof shall be eligible for membership for that particular season.
- B. To be considered a member of the Association, one must fulfill the following requirements:
  - i. Payment of membership dues by a date to be determined by the Producer.
  - ii. Maintenance of a minimum level of participation in the Association, as defined by the appropriate staff member and the Producer.
- C. The Board of Directors, in special cases and at its discretion, may make exceptions to the requirements stated above.
- D. If the Producer considers an Association member to not have fulfilled the requirements of Article X.B.2 and the Association member is serving as a Board member than the decision is considered an emergency situation and the Chairman of the Board of Directors must be in agreement with the Producer. If the Producer is also currently serving as Chairman than the Board Parliamentarian must be consulted on the decision. If the Association member is also currently serving as Chairman than the Board Parliamentarian must be consulted on the decision.

## **XI. Changes to Articles of Incorporation**

Amendments to the Articles of Incorporation shall require a vote of two-thirds (2/3) of the entire Board of Directors.

## **XII. Changes to By-Laws**

The power to adopt, alter, amend or repeal the Corporations By-Laws shall be vested and reserved to the Board of Directors and shall require a vote of two-thirds (2/3) of all present and voting Board members.

## **XIII. Meetings**

Each meeting is to be held at a place and in a manner as fixed in the By-Laws.

## **XIV. Resident Agent**

The name and address of the primary resident agent of the Corporation is:

Alisha Bhore  
12907 Travilah Road  
Potomac, MD 20854

The Corporations resident agent is appointed by the Board of Directors and such an appointment may be changed or revoked by the Board at any time. The resident agent may be, but need not be, a member of the Board of Directors.

## **XV. Address of Principal Office**

The address of the principal office of the Corporation is 12907 Travilah Road, Potomac, MD 20854.

## **XVI. Incorporator**

The name and address of the Incorporator is:

Arthur G. House  
4822 Montgomery Lane  
Bethesda, MD 20814