

Peter Quince Performing Company Bylaws

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PREAMBLE

The Peter Quince Performing Co., Ltd, a not-for profit organization, was founded on May 1, 1969, by Reed Humphrey and Emily Mueller to provide an opportunity for young people to produce, on their own, a full scale theatrical production during the months of June, July, and August.

Article I: Mission Statement

The Peter Quince, Performing Co., Ltd. exists to provide young people the opportunity to explore all aspects of theatrical production. It shall do this through the exclusive use of young people in all areas: stage, technical, design, direction, production, and business.

Article II: Organization

Section 1: Division of Power

1.1 The Peter Quince Performing Co., Ltd. shall be divided into three levels of Authority.

1. The Executive Committee of the Board of Directors
2. The General Committee of the Board of Directors
3. The General Membership

Section 2: The Levels of Authority

2.1 The Executive Committee of the Board of Directors shall be comprised of the Officers of the Company and shall be responsible for managing the day to day aspects of the Company.

2.2 The General Committee of the Board of Directors shall be composed of the Officers, Committee Heads, and the Directing Staff. It serves as an advisory board to both the Executive Committee and the Company at large.

2.3 The General Membership shall be comprised of all the dues paying Members. It shall be responsible for approving the decisions of the Board of Directors.

Section 3: Company Voting Procedures

3.1 All members appropriately in attendance during a vote subject to Articles IV, V, VI, VII are allowed only one vote, regardless of the number of positions held or committees they sit upon.

3.2 A vote includes votes within the General Membership and boards. Those boards include, but are not limited to:

1. The Executive Committee of the Board of Directors
2. The General Committee of the Board of Directors
3. The Directing Staff
4. Production Council

Article III: Membership

Section 1: Membership and Age

1.1 Membership in the Company is open to any person over the age of twelve years old and under the age of twenty-three as of the Post-Production Meeting.

1.2 Younger people may be considered for roles at the discretion of the Directing Staff. The Membership requirement shall then be waived.

1.3 Upon reaching the age of twenty-three, Members will be allowed to complete the current season, but will be unable to rejoin the Company. The sole exception of that is Reed Humphrey who, as the originator of the Company, has been granted life membership.

Section 2: Membership and Dues

2.1 Dues shall be five dollars, payable prior to participation in the Company.

Section 3: Membership and Participation

3.1 Membership, by payment of dues, is a necessary prerequisite to participation in any official Company Production.

3.2 Membership is required to cast a vote in all matters placed before the Company.

3.3 Membership in good standing is required from the time of payment of dues throughout the remainder of the season in order to hold any position in the Company. Good standing includes members in the current season whom have not left an official position or the company by resignation, impeachment, or removal. Exceptions will be handled by a Grievance Committee, as defined in Article 10, Section 2, 2.4.

Section 4: Membership Period

4.1 Company Membership will be for the period of one season, terminating on the date of the Post-Production Meeting.

Section 5: Membership and Liability

5.1 Members, and parents of legal dependents, shall be required to sign a waiver of liability.

Section 6: Exceptions to Membership

6.1 The General Committee of the Board of Directors may waive the requirement of dues for those with extenuating circumstances. Agreement by a simple majority of the board is required.

6.2 All persons whose dues requirement has been waived are still required to sign a waiver of liability and to follow the Behavioral Policies of the Company. They shall agree to this in writing in order for participation in the Production to be allowed.

Article IV: Officers

Section 1: Makeup of the Officers

1.1 The following officers will be elected to guide the Company and to carry out the provisions of these Bylaws:

1. President
2. Producer
3. Vice President
4. Secretary/Treasurer
5. Public Relations Director

Section 2: Duties of the Officers

2.1 President shall be the Chief Executive Officer of the Company; shall be responsible for the execution of all company policies; shall co-propose the annual budget; shall have final approval of all business expenditures; shall prepare the agenda for all company Meetings; shall preside over all Meetings; and shall obtain corporate sponsors.

2.2 Producer shall be the Chief Operations Officer of the Company; shall be responsible for overseeing the Directing Staff; shall ensure that all aspects of the summer production are carried out to the satisfaction of the Executive Committee of the Board of Directors and the General Membership; shall approve all production expenditures; shall sign, or appoint an agent to sign, all binding contracts for the Company; shall co-propose the annual budget; shall serve as the artistic liaison between the Board of Directors and the Directing Staff, as well as the community at large; and shall serve as the Chair of the Play Reading Committee.

2.3 Vice President shall be the Chief Financial Officer of the Company; shall manage the business office of the Company established during the summer months; shall oversee the use of all checking and savings accounts; shall be responsible for assembling the program and ad selling; and shall assume the duties of the President in the case of his/her absence.

2.4 Secretary/Treasurer shall be in charge of official Company communications; shall record the minutes of the Company proceedings and shall be responsible for all Company mail in the off-season months; shall be responsible for all Company funds; shall be entrusted with the checking and saving accounts held in the name of the Peter Quince Performing Co., Ltd.; and shall be responsible for the compilation of all financial and operational statements.

2.5 Public Relations Director shall be responsible for furnishing a location for all Company Meetings and rehearsals; shall furnish a building and storage space for the set; shall inform the membership and Board of Directors of all appropriate Meetings; and shall promote the Company throughout the year in the county of Manitowoc.

Section 3: Creation of Positions

3.1 The Officers may create any positions they feel necessary and may delegate responsibilities and duties as required.

Article V: The Directing Staff

Section 1: Makeup of the Directing Staff

1.1 The following Directors shall be elected from among Company Membership for each Production season:

1. General Director
2. Musical Director
3. Choral Director
4. Technical Director
5. Choreographer

Section 2: Duties of the Directing Staff

2.1 General Director shall be responsible for the direction of the show, shall establish the criteria by which the show shall be cast, shall have final approval over casting, and shall serve as Associate Producer, assuming the duties of the Producer in the absence of the position under the instruction of the Producer and President. If the position of Producer is vacant, the General Director shall fill in only until a special election can be held.

2.2 Musical Director shall direct the pit orchestra; shall be responsible for assembling the required musicians; shall be responsible for any instrument rentals if needed; and shall furnish a rehearsal site for the orchestra when necessary.

2.3 Choral Director shall be responsible for teaching the songs to the cast; shall supply music to members when necessary; shall provide input in casting the show; and shall provide a rehearsal pianist when necessary.

2.4 Technical Director shall be responsible for supervising the completion of the sound, lighting, properties, and set design; shall organize the construction of the set; and shall ensure the establishment of running crews.

2.5 Choreographer shall design and teach the dances to the cast; and shall provide input in casting the show.

Section 3: Assistants

3.1 Any Director has the option to appoint an Assistant and delegate any responsibilities and duties as desired. Assistants need not be elected by the Company Membership, nor approved by the Board of Directors. Assistants and their actions shall be the responsibility of their respective Director. Assistants hold no vote as such on the Production Council nor on the Board of Directors.

Article VI: Committees

Section 1: Committee Formation

1.1 The Executive Committee of the Board of Directors has the right to form any ad hoc Committee it deems necessary.

1.2 Ad hoc Committee Heads may be either elected or appointed at the Executive Committees discretion.

1.3 Standing Committee Heads shall be elected.

1.4 Committee Heads shall present their recommendations to the Board of directors and must receive Executive Committee approval before taking any binding action.

Section 2: Elected Standing Committee Heads

2.1 The following Standing Committee Heads shall be elected from the Company Membership:

1. Alumni Relations
2. Fundraising
3. Internet
4. History
5. Bylaw
6. Education
7. Social Activities

Section 3: Duties of the Elected Standing Committee Heads and Their Committees

3.1 Alumni Relations Committee is responsible for correspondence between the current Membership and Alumni. They shall assemble and maintain a list of current Alumni addresses, shall direct the notification of Alumni about upcoming Company events and shall under the Supervision of the Executive Committee of the Board of Directors, organize reunions in appropriate years. This position shall be held by the Secretary-Treasurer if not otherwise filled.

3.2 Fundraising Committee is responsible for organizing fundraising events. It shall ensure participation of membership in these events. It shall also supervise the preparation of grant requests. This position shall be held by the President if not otherwise filled.

3.3 Internet Committee is responsible for the Peter Quince Performing Company, Ltd. official online presence. They shall update and maintain the Peter Quince official web sites, and regularly check the Peter Quince e-mail accounts. This position shall be held by the Secretary/Treasurer if not otherwise filled.

3.4 History Committee is responsible for preserving the historical records of each season. They shall preserve news clippings, copies of the show program, photographs, and any other memorabilia. This information shall be maintained in the Quince files. This position shall be held by the Public Relations Director if not otherwise filled.

3.5 Bylaw Committee is responsible for ensuring that the Company follows the bylaws. It is also responsible for maintaining and indexing the Bylaws. This position shall be held by the President if not otherwise filled.

3.6 Education Committee is responsible for organizing opportunities for the Members to increase their knowledge of and skills in the theater. This position shall be held by the General Director if not otherwise filled.

3.7 Social Activities Committee is responsible for organizing special events for all Company Members. Its purpose is to ensure that Members are exposed to the positive social side of theater. This position shall be held by the Public Relations director if not otherwise filled.

Section 4: Duties of the Non-Elected Standing Committee Heads and Their Committees

4.1 Play Reading Committee shall be responsible for selecting the list of plays from which the summer Production shall be chosen, as specified in the Bylaws. It shall be chaired by the Producer and shall consist of the Director, Musical Director, Choral Director, Technical Director and Choreographer upon their election, along with any additional General Members that are chosen by the Producer. Contact must be maintained among the Play Reading Committee throughout the play reading process.

Article VII: Production Council

Section 1: Council Purpose

1.1 A production Council shall be established to execute the specific details of the Summer Production.

1.2 The Production Council shall meet monthly before the production and weekly during the production run, at the discretion of the Producer.

Section 2: Council Organization

2.1 The Production Council shall consist of the Producer, General Director, Technical Director, Choral Director, Musical Director, and Choreographer, as well as the following:

1. Stage Manager
2. Assistant Stage Manager(s)
3. Costume Designer
4. Make Up Designer
5. Art Designer
6. Set Designer
7. Light Designer
8. Sound Designer
9. Props Master
10. Master Carpenter

2.2 The Production Council shall be Chaired by the Producer, with the General Director serving as the Vice-Chair

Section 3: Council Member Authority

3.1 The various production council heads are in direct charge of their crews.

3.2 Concerning design elements, production council heads report to the General Director.

3.3 Concerning financial matters, production council heads report to the Producer.

3.4 For all other matters, production council heads report to the Technical Director, with the exception of Stage Manager and Assistant Stage Manager(s) who report directly to the General Director.

3.5 During the performances, dress, and technical rehearsals, all production council heads report to the Stage Manager, who reports to the Producer.

3.6 The Producer has final say of all disputes and expenditures.

Section 4: Filling of Council Positions

4.1 None of these positions must be filled.

4.2 Any position not filled shall be held by the Technical Director under the approval of the General Director or Producer.

4.3 Any position not held by the Technical Director shall be chosen through interviews with the Technical Director, General Director, and Producer.

Article VIII: Elections

Section 1: Officers

1.1 Election of the Officers shall be by secret ballot at the Post-Production Meeting.

1.2 In the event that there is only one nomination for a Board position, the secret ballot may be waived by the Chair.

1.3 Letters of nomination for Office shall be submitted to the current Executive Committee of the Board of Directors prior to the Post-Production Meeting.

1.4 The nomination letters shall be presented to the company at that meeting.

1.5 Nominations off the floor shall also be considered by Membership at that meeting.

1.6 Officers shall then be elected from among all nominees, with a true majority of voting Members determining the Officer. Voting shall proceed as follows: If there are more than two nominees for a position, a primary election may be necessary to reach a true majority vote. An initial election will be held. If the winner of that election did not receive a true majority of the votes, the two candidates with the most votes will then run against one-another only. Results of the initial vote will not be divulged to anyone before the final vote has been tallied and announced to the Members of the Company present at the meeting; if only two members run for a position, the winner will receive a majority vote and therefore no second election is necessary.

1.7 Two Members may share an Office, but each Member shall then have half a vote when voting as an officer.

Section 2: Directing Staff

2.1 Election of the Directing Staff for the Production shall be by secret ballot at the Thanksgiving Meeting, with the exception of the General Director who shall be elected by secret ballot at the Post-Production Meeting.

2.2 In the event that there is only one nomination for a Directorship, the secret ballot may be waived by the Chair.

2.3 Letters of nomination for positions of Directorship shall be submitted to the current Executive Committee of the Board of Directors prior to the Thanksgiving Meeting.

2.4 The nomination letters shall be presented to the company at that meeting.

2.5 Nominations off the floor shall also be considered by Membership at that meeting.

2.6 Directors shall then be elected from among all nominees, with a true majority of voting Members determining the Director.

2.7 Two Members may share a Directorship, but each Member shall then have half a vote when voting as a Director.

Section 3: Standing Committee Heads

3.1 Election of the Standing Committee Heads shall be by secret ballot as follows:

1. Thanksgiving Meeting: Alumni Relations, Fundraising, Internet, and History
2. Easter Meeting: Bylaw and Education
3. Pre-Production: Social Activities

3.2 In the event that there is only one nomination for a Standing Committee Head, the secret ballot may be waived by the Chair.

3.3 Letters of nomination for Standing Committee Head positions shall be submitted to the current Executive Committee of the Board of Directors prior their respective meetings.

3.4 The nomination letters shall be presented to the company at that meeting.

3.5 Nominations off the floor shall also be considered by Membership at that meeting.

3.6 Standing Committee Heads shall then be elected from among all nominees, with a true majority of voting Members determining the Committee Head.

3.7 Two Members may share a Committee Head Position, but each Member shall then have half a vote when voting as a Committee Head.

Article IX: Requirements for Positions on the Board of Directors

Section 1: Attendance

1.1 Members of the Board of Directors shall be present or excused for all appropriate Board and Company Meetings.

1.2 Excused refers to advance notice of at least one week given to the Chair of the Meeting as well as good and sufficient reason being shown for the absence, as determined at the discretion of the General Committee of the Board of Directors.

1.3 If a Member of the Board of Directors is absent and unexcused from a Meeting, he/she shall be ineligible for election to any Board of Directors position the following season.

Section 2: Length of Service

2.1 All Members of the Board of Directors are expected to hold their positions from the meeting which they are elected until the same meeting the following season.

Article X: Departure from Membership or Company Positions

Section 1: Retirement

1.1 Upon culmination of the season in which a member turns 23 years of age, said member must retire from the Company and may no longer be a Member of the Company.

1.2 No member can be coerced into retirement from the Company before the end of the season of their 23rd birthday.

Section 2: Removal from Membership

2.1 Members failing to adhere to the rules of the Company as outlined in Article XIII, "Conditions of Membership," shall be indicted for removal from the Company.

2.2 Any Member concerned with another Member's behavior may bring up the concerns with the Executive Committee of the Board of Directors. In the case of the Accused being a Member of the Executive Committee of the Board of Directors, the concerns should be directed initially to another Member of the Executive Committee of the Board of Directors. That member shall then bring it to the Board, excluding the Accused. If the Accuser wishes to remain anonymous, charges may be brought up through an anonymous letter. The Executive Committee of the Board of Directors shall contemplate the charges including but not limited to the accusation(s) and the testimony of the Accused. This initial inquisition shall remain private, unless the Executive Committee of the Board of Directors determines that action must be taken. If action is necessary, the Indictment Procedure outlined in Article X, Section 2, 2.3 shall be used, with the strike used dependant upon the severity of the offense.

2.3 The Indictment Procedure is as follows:

* Strike 1: Should the Executive Committee of the Board of Directors determine the charges to be valid, the party involved will be issued a written warning by the President of the Company; if the violation involves the President the warning may be issued by the

Vice President. If the Vice President is also involved, the responsibility shall fall to the Producer, Secretary-Treasurer, Public Relations Director, Alumni Committee Head, Fundraising Committee Head, Internet Committee Head, History Committee Head, Bylaw Committee Head, Education Committee Head, Social Activities Committee Head, General Director, Musical Director, Choral Director, Technical Director, and Choreographer, respectively, until a member is not involved in the illegal act.

* Strike 2: Should the Executive Committee of the Board of Directors determine the charges to be valid, the Party involved will be required to spend 2 hours of non-company time of supervised labor in the Quince basement. Supervision must be by a member of the General Committee of the Board of Directors approved by the President. If the President is the Accused, the approval of supervision falls to the Vice President. If the Vice President is also involved, then the list (found in Strike 1) of officers shall be used until a non-Accused officer is found. If these 2 hours are not completed by the post-production meeting, said Member shall be suspended from the Company, effective as of the Post-production Meeting and concluding one year from that date.

* Strike 3: Party will be tried in front of a Grievance Committee with penalty being suspension from the company. The effective date will be determined by the Executive Committee of the Board of Directors. The Party involved may request immediate or delayed suspension however the Executive Committee of the Board of Directors will have final say.

2.4 The Grievance Committee shall be headed by the President and consist of 5 Company Members appointed and approved by the Membership. In the event that the President is the Accused, the responsibility of chairing the Grievance Committee will fall to the next in line, per Article X, Section 2, 2.3 Strike 1. The accused party will have fifteen minutes to present his/her argument followed by a presentation, not exceeding fifteen minutes, by any General Member chosen by the Grievance Committee (but not a member of the Grievance Committee). Immediately following, each party will have ten minutes to take questions from the floor. Everyone except the Grievance Committee shall then withdraw from the room while the Grievance Committee makes a decision. The Company not involved shall be invited back into the room to ratify the Grievance Committee's decision. Once ratified, the accused party, and the prosecuting Member will be allowed to reenter the room for the verdict. The decision is final, unless reopened by a two-thirds majority vote of the Executive Committee.

Section 3: Impeachment

3.1 Any person holding a position is subject to Impeachment.

3.2 Any person holding a position who fails to fulfill his/her position requirements or fails to adhere to the rules of the Company as outlined in Article XIII, "Conditions of Membership," shall be Impeached and possibly removed from the Company.

3.3 The General Committee of the Board of Directors shall serve as a grievance committee to hear any grievances brought forth by any Member of the Company. The Committee shall meet to

discuss the severity of the charges, and shall decide, by majority vote, whether or not the Impeachment of the accused member will be brought before the entire Company for a final decision.

3.4 The Impeachment proceedings shall be held within one month of the decision to pursue Impeachment. If there is no official meeting in that time period an Emergency Meeting shall be convened.

3.5 The ratification for Condemnation or Vindication shall require a two-thirds vote of the Members present.

3.6 The President, if not involved, will Chair the proceedings. If the President is involved, responsibility shall fall upon the Producer, Vice-President, Secretary-Treasurer, Public Relations Director, Alumni Committee Head, Fundraising Committee Head, Internet Committee Head, History Committee Head, Bylaw Committee Head, Education Committee Head, Social Activities Committee Head, General Director, Musical Director, Choral Director, Technical Director, and Choreographer, respectively, until a member is not involved in the Impeachment proceedings.

3.7 Argument shall have a time limit set upon it. One person shall be selected by volunteering or by Board of Director's conscription to keep time. Each party, prosecutors and defendants, shall have exactly fifteen uninterrupted minutes to state their arguments. After both sides have stated their case, each party shall have exactly ten minutes to take questions from the floor and further rebut accusations. After this has taken place all parties involved, prosecutors and defendants, shall withdraw from the meeting place. The vote shall then take place by secret ballot. The accused Member shall be informed of the results at a special Company Meeting to be held as soon as possible after the vote.

3.8 The General Committee of the Board of Directors shall determine the penalty. The minimum penalty shall be removal from Office. The maximum penalty shall be permanent expulsion from the Company.

3.9 Any necessary elections to fill posts shall take place at the meeting convened to pass judgment upon the accused. The elections shall take place as described in Article VIII.

Section 4: Resignation

4.1 Resignation from a position shall be for the remainder of the season.

4.2 Resignation from the Company shall be for the remainder of the season subject to Article III, Section 3, 3.3.

4.3 All Resignations must be given to the President in writing, and, once accepted by the President, are considered final. If the President wishes to resign, notice must then be given to the Vice-President. Members who resign have the option of rejoining by again paying dues.

4.4 Any Member of the Board of Directors who resigns from their elected position shall be ineligible for election to the Board of Directors in the current and following seasons.

Article XI: Company Meetings

Section 1: Annual Meetings

1.1 Post Production: held no more than three weeks after the final performance of the summer Production, and shall mark the commencement of the new Production year. At this Meeting the Executive Committee of the Board of Directors as well as the General Director shall be elected.

1.2 Thanksgiving: held within ten days of the fourth Thursday of November. At this Meeting the Directing Staff as well as the Alumni Relations, Fundraising, Internet, and History Committee Chairs shall be elected.

1.3 Christmas: held within ten days of December 25th. At this Meeting the show for the summer Production shall be selected.

1.4 Easter: held within fourteen days of Easter Sunday. At this Meeting the Bylaw, and Education Chairs shall be elected.

1.5 Pre-Production: held within the month of June. At this Meeting the Social Chair shall be elected.

1.6 Any Meeting may be scheduled for a different time than that specified in the bylaws with the consent of three fifths of the Company.

Section 2: Other Meetings

2.1 The Board may also convene any other Company Meeting it deems necessary.

Section 3: Notice of Meetings

3.1 All members of the Board of Directors shall receive at least one week notice of all appropriate Board Meetings.

3.2 All Company Members shall receive at least two weeks notice for all regular meetings and at least one week notice in the case of Emergency Meetings.

Section 4: Quorum

4.1 A Quorum must be present to call a meeting to order.

4.2 For meetings of the Board of Directors, a Quorum is two thirds of the appropriate committee.

4.3 For regular Company Meetings a Quorum is one half the Membership as of the date of the Meeting.

4.4 For Impeachment Meetings a Quorum is three-fourths of the Membership as of the date of the Meeting.

Article XII: Operating Procedures

Section 1: Show Selection

1.1 The Play Reading Committee shall present a list of no fewer than three, and no more than four, shows.

1.2 The list of shows presented to the Company shall contain no more than one straight play.

1.3 The Company shall select the show for the summer Production from the list of presented shows by true majority vote.

1.4 The selected show may be revoted upon with the approval of three-fifths of the Membership.

Section 2: Show Dates

2.1 The dates for the performance of the summer show shall be the first consecutive Thursday, Friday, and Saturday in the month of August.

2.2 The Company has the right to establish different show dates, if it so decides, by the end of the Thanksgiving Meeting.

2.3 Should performance on any of these dates be impossible, the Board of Directors has the right to set the show dates at its discretion.

Section 3: Fiscal Year

3.1 For the purpose of bookkeeping, the fiscal year of the Peter Quince Performing Co., Ltd. shall be from September 1 to August 31 of the following year.

Section 4: Parliamentary Procedure

4.1 All meetings shall follow Parliamentary Procedure.

4.2 Meetings may be run informally with the approval of the Chair for that Meeting and the majority of those voting members attending the meeting.

4.3 Minutes shall be kept at all Meetings, regardless of the system by which they are run.

Section 5: Wisconsin State Statutes 181

5.1 In all matters the Wisconsin State Statutes shall be superior to these Bylaws, except in cases where the Company may establish its own Policies beyond those specified in the Statutes.

Section 6: Non-Documented Powers

6.1 All matters not listed in the State Statutes or in these Bylaws shall be at the discretion of the Executive Committee of the Board of Directors.

Article XIII: Conditions of Membership

Section 1: Controlled Substance Policy

1.1 Any member of the Peter Quince Performing Co., Ltd. that is caught in the possession of or consuming an intoxicating or illegal substance at a Company Sponsored Function as defined in Article XIII, Section 1, 1.2 will go directly to Strike 3 of the Indictment Procedures outlined in Article X, Section 2, 2.3.

1.2 A Company Sponsored Function is defined as any activity which is organized by Members of the Company specifically but not merely exclusively for Members of the Peter Quince Performing Co., Ltd. Events not following the guidelines set by this Constitution of Peter Quince Performing Co., Ltd. shall not be announced verbally or in writing, or discussed at a Quince event, including the time frames immediately preceding or following a Quince event in the location of said event. Location includes all property that belongs to said meeting place. Legal alcohol and tobacco consumption at Alumni Reunions shall be at the Executive Committee's discretion.

1.3 Any question of announcement acceptability shall be directed to the Executive Committee of the Board of Directors.

Section 2: Tobacco Policy

2.1 Use of Tobacco will be strictly prohibited at all Peter Quince Performing Co., Ltd. functions conducted in view of the public as defined in Article XIII, Section 1, 1.2.

2.2 Any member violating the Smoking Policy will go to Strike 1 of the Sanctions Procedures outlined in Article X, Section 2, 2.3.

Section 3: Illegal Behavior

3.1 Any member of the Peter Quince Performing Co., Ltd. that is caught in any illegal activity at a Company Sponsored Function as defined in Article XIII, Section 1, 1.2 will go directly to Strike 3 of the Indictment Procedures outlined in Article X, Section 2, 2.3.

Article XIV: Bylaws

Section 1: Purpose of Bylaws

1.1 In order to define company policy and enhance the orderly operation of Company Business, Bylaws shall be established.

1.2 The Bylaws shall be the self-made regulations of the Peter Quince Performing Co., Ltd.

1.3 The scope of the Bylaws shall be anything affecting the business and Members of the Company.

1.4 The Bylaws shall have no effect on third persons, nor affect their rights in any manner.

Section 2: Proposal of Bylaws

2.1 Any member in good standing shall have the right to propose Bylaws at any official Company Meeting.

Section 3: Passage of Bylaws

3.1 Members shall have one full meeting span (i.e. Thanksgiving until Christmas) to peruse and question proposed Bylaws.

3.2 All changes must be distributed in writing to each Member attending the Meeting in which changes are proposed. In the case of a Member developing a proposal during a Meeting, that Member and the Bylaw Chair must draft a written version within one week of the proposal. Written copies of the proposal will then be delivered to all Members who attended the Meeting in which it was proposed. Members not in attendance may request a copy of the proposed changes from the Bylaw Chair.

3.3 The proposed Bylaws will be adopted upon the affirmative secret ballot vote of two-thirds majority of the Members present and voting.

Section 4: Bylaw Availability to Members

4.1 Upon paying dues to the Company, Members will receive a current copy of the Bylaws upon request.

4.2 If the Bylaws change beyond minor spelling or grammar changes, all members must be issued a revised version.

4.3 Three copies of the Bylaws shall be present and available to members at every meeting.

Section 5: Membership Responsibility

5.1 All Members are responsible for reading, understanding, and following the Bylaws of the Peter Quince Performing Co., Ltd.