

1 **Bylaws of**

2 **THE FOREST THEATRE FOUNDATION**

3 ~~January 14, 2002-~~

4 **Effective Jan 1, 2012**

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65

BYLAWS OF

66

FOREST THEATRE FOUNDATION

67

ARTICLE I

68

MISSION AND PURPOSE

69

The Forest Theatre Foundation is dedicated to the preservation and
70 enhancement of the historic Forest Theater and its traditional programs.

71

ARTICLE II

72

OFFICES

73

The principal office of the Corporation shall be located at such place, either
74 within or outside the State of Delaware, as the Board of Trustees shall designate from
75 time to time. The Corporation may maintain additional offices in Carmel, California or
76 as the Board of Trustees may designate. The Corporation shall maintain a registered
77 office within the State of Delaware at such place as the Board of Trustees may
78 designate.

79

ARTICLE III

80

MEMBERS

81

The Corporation shall have no members

82

ARTICLE IV

83

BOARD OF TRUSTEES

84

Section 4.1: Powers.

85

The Board of Trustees of the Corporation shall supervise, ~~manage~~ **manage**, and

86 control all of the affairs, business activities and policies of the Corporation.

87 Section 4.2: Number, Tenure and Qualifications.

88 The number of trustees constituting the Board of Trustees shall be not less than
89 ~~three(3)~~ **three (3)**. The exact number of trustees shall be fixed from time to time by a
90 resolution adopted by the affirmative vote of the majority of the trustees then in office.
91 The initial Board of Trustees shall be composed of the trustee named as such in the
92 Certificate of Incorporation. Thereafter, trustees shall be elected annually at the annual
93 meeting of the trustees or as soon thereafter as conveniently possible. Each trustee
94 shall hold office for a term of two years and may hold office for up to three consecutive
95 **2**-year terms if properly elected before a mandatory **1**-year hiatus. Thereafter he/she
96 may again hold office if properly elected, up to 5 more **additional 2**-year terms of office
97 or until his/her successor has been duly elected and qualified or until his/her earlier
98 death, resignation or removal. **Terms for current Trustees will start anew with the**
99 **approval of this version of the Bylaws (January 1, 2012).**

100 **Any group, using the Forest Theatre on a regular basis, shall appoint one voting**
101 **member to the Board of Trustees. That voting member may not serve as an officer of**
102 **the Board. The Board, as needed, will determine what constitutes a regular user in the**
103 **future. As of January 1, 2012, the only regular user groups are *The Forest Theatre***
104 ***Guild and Pacific Repertory Theatre.***

105 Section 4.3: Resignation.

106 A trustee may resign at any time by giving written notice of his/her resignation
107 to the President or to the Secretary of the Corporation, or by presenting his/her
108 written resignation in person at an annual, regular or special meeting of the Board of
109 Trustees.

110 Section 4.4: Removal.

111 A trustee may be removed, at an annual, regular or special meeting of the
112 Board of Trustees by the affirmative 2/3rds vote of the trustees then in office. The

113 notice of any such annual, special or regular meeting shall set forth the proposal
114 to remove such trustee.

115 Section 4.5: Vacancies and Newly-Created Trusteeships.

116 Vacancies on the Board of Trustees resulting from the death, resignation or
117 removal of a trustee or from an increase in the authorized number of trustees may be
118 filled by an affirmative vote of a majority of the remaining trustees. The trustee elected
119 to fill any such vacancy or ~~newly-created~~ newly created trusteeship shall hold office
120 until the next annual meeting of trustees and until his/her successor has been elected
121 and qualified.

122 Section 4.6: Compensation.

123 Trustees shall not receive salaries for their services as trustees, but by
124 resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any
125 may be paid to a trustee for each annual, special or regular Board meeting that he/she
126 attends. Nothing contained herein shall be construed to preclude any trustee from
127 serving the Corporation in any other capacity and receiving reasonable compensation
128 therefore.

129 **ARTICLE V**

130 **MEETINGS OF THE BOARD OF TRUSTEES**

131 Section 5.1: Annual Meeting.

132 The annual meeting of the Board of Trustees of the Corporation shall be held on
133 the first Tuesday in January of each year, or as soon thereafter as is convenient as
134 determined by the Board of Trustees, at such a place as may be selected by the
135 ~~trustees~~ Trustees, for the purpose of electing or appointing trustees and officers for the
136 ensuing year and for the transaction of such other business as may properly come
137 before the meeting.

138 Section 5.2: Regular Meetings.

139 Regular meetings of the Board of Trustees may be held at such times and at
140 such places, either within or outside the State of Delaware, as may from time to time
141 be determined by resolution of the Board. The Board of Trustees may authorized the
142 President to fix the exact date and place of each regular meeting, in which case notice
143 of the time and place of such regular meetings shall be given in the manner provided
144 by in Section 5.4 herein.

145 Section 5.3: Special Meetings.

146 Special meetings of the Board of Trustees may be called at any time by the
147 President and shall be called by the President or the Secretary at the request of any
148 two trustees. Special meetings may be held at such place, either within or outside the
149 State of Delaware, and at such time as shall be specified ~~in~~ in the notice of the
150 meeting.

151 Section 5.4: Notice of Board Meetings.

152 Notice of the time and place of meetings of the Board of Trustees shall be
153 communicated to each trustee by electronic means or personally delivered to each
154 trustee, charges prepaid, addressed to him/her at his/her address as shown by the
155 records of the Corporation. If notice is mailed, it shall be deposited in the United States
156 mail at least one week prior to the date of the meeting. If notice is delivered personally
157 or communicated by electronic means it shall be delivered or communicated at least
158 three (3) business days prior to the date of the meeting. Neither the business to be
159 transacted at, nor the purpose of, any meeting of the Board need be specified in the
160 notice or waiver of notice of such meeting, unless specifically required by law or these
161 Bylaws.

162 Section 5.5: Quorum.

163 A majority of the trustees then in office shall constitute a quorum for the
164 transaction of business. ~~The action of a majority of the trustees present at a meeting~~

165 ~~a which a quorum is present~~ Once a quorum is reached, the majority action of those
166 trustees present shall be the action of the Board of Trustees, except as otherwise
167 provided by law, the Corporation's Certificate of Incorporation or these Bylaws.

168 Section 5.6: Conduct of Meetings.

169 The President shall preside over meetings of the Board of Trustees. The
170 Secretary or another person chosen at the meeting shall act as Secretary of the
171 meeting.

172 Section 5.7: Action by Unanimous Written Consent.

173 Any action required or permitted to be taken at any meeting of the Board of
174 Trustees may be taken without a meeting, without prior notice and without a vote, if a
175 consent or consents in writing, setting forth the action so taken, shall be signed,
176 electronically or in hard copy, by all of the members of the Board of Trustees. Such
177 consents shall be filed with the minutes of the proceedings of the Board of Trustees.

178 Section 5.8: Telephonic Meetings.

179 A trustee may participate in a meeting of the Board of Trustees by means of
180 conference telephone or similar communications equipment by means of which all
181 person participating in the meeting can hear each other. Participation in a meeting
182 pursuant to this Section 5.8 shall constitute presence in person at the meeting and a
183 quorum.

184 Section 5.9: General Powers as to Negotiable Paper.

185 The Board of Trustees shall, from time to time, prescribe the manner of
186 signature or endorsement of checks, drafts, notes, acceptances, bills of exchange,
187 obligations and other negotiable paper or other instruments for the payment of money
188 and designate the officer or officers, or agent or agents, who shall from time to time be
189 authorized to make, sign or endorse the same on behalf of the Corporation.

190 Section 5.10: Powers as to Other Documents.

191 The Board of Trustees may authorize any officer or officers, or agent or agents,
192 to enter into any contract or execute or deliver any instrument in the name of the
193 Corporation. Such authority shall be in writing and may be general or confirmed to
194 specific instances. When the execution of any contract or instrument has been
195 authorized with out specifying the exact officers authorized to execute such contract or
196 instrument, it may be executed on behalf of the Corporation by the President or any
197 Vice President.

198 **ARTICLES VI**

199 **COMMITTEES**

200 Section 6.1: Committees of the Board of Trustees

201 The Board of Trustees, by resolution adopted by a majority of the entire Board
202 of Trustees, may designate one or more committees, each of which shall consist of
203 two more trustees, which committees, to the extent provided in said resolution and not
204 restricted by law, shall have and exercise the authority and act on behalf of the Board
205 of Trustees in the management of the Corporation; provided, however, that no such
206 committee shall have power to (i) amend the Corporation's Certificate of
207 Incorporation, (ii) adopt an agreement of merger or ' consolidation, or (iii) amend the
208 Bylaws of the Corporation, which can only be accomplished by a quorum of the
209 Board. The Board of Trustees may designate one or more trustees as alternate
210 members of any such committee to replace any absent or disqualified member at any
211 meeting of the committee. In the absence or disqualification of a member of a
212 committee and his or alternate, the member or members thereof present at any
213 meeting and not disqualified from voting, whether or not he/she or they constitute a
214 quorum, may unanimously appoint another member of the Board of Trustees to act at
215 the meeting in the place of any such absent or disqualified member. Vacancies in the
216 membership of any committee may be filled by appointments make in the same
217 manner as provided in the case of the original appointments.

218 Section 6.2: Term of Office.

219 Each member of a committee shall continue as such until his/her successor is
220 appointed, unless the committee shall be sooner terminated, or until his/her earlier
221 death, resignation or removal.

222 Section 6.3: Chairman

223 One member of each committee shall be appointed Chairman of the committee.

224 Section 6.4: Quorum

225 Unless otherwise provided in the resolution of the Board of Trustees designating
226 a committee, a majority of the whole committee shall constitute a quorum and the act
227 of a majority of the members present at a meeting at which a quorum is present shall
228 be the act of the committee.

229 Section 6.5: Rules

230 Each committee may adopt rules for its own government not inconsistent
231 with these Bylaws.

232 Section 6.6: Minutes

233 Each committee will take minutes of every meeting, submitted in writing to
234 the whole Board at the next Board meeting, and an oral report will be given to
235 summarize both business discussed and actions taken.

236 **ARTICLE VII**

237 **OFFICERS**

238 Section 7.1: Officers

239 The officers of the Corporation shall be a President, a Secretary, a Treasurer,
240 and such other officers as may be elected or appointed by the Board of Trustees.

241 Officers whose authority and duties are not prescribed in these Bylaws shall have the
242 authority to perform the duties prescribed, from time to time, by resolution of the Board
243 of Trustees. Any two or more offices may be held by the same person, except the
244 office of President.

245 Section 7.2: Term of Office

246 The term of office of all officers shall commence upon their election of
247 appointment and shall continue until the next annual meeting of the Board of Trustees
248 of the Corporation and thereafter until their respective successors are chosen or until
249 their earlier resignation or removal. An officer may resign by giving written notice to the
250 Corporation. The resignation shall be effective upon its receipt by the Corporation or at
251 a subsequent time specified in the notice of resignation.

252 Section 7.3: Compensation

253 The officers of the Corporation shall serve without compensation for their
254 service as may, from time to time, be fixed by the Board of Trustees.

255 Section 7.4: Removal

256 Any officer elected or appointed by the Board of Trustees may be removed by
257 the Board of Trustees by a 2/3rds vote of the Board, whenever in its judgment the best
258 interests of the Corporation would be served thereby, but such removal shall be without
259 prejudice to the contract rights, if any, of the person so removed.

260 Section 7.5: Vacancies

261 A vacancy in any office shall be filled by the Board of Trustees without undue
262 delay, at its annual meeting, at a special meeting called for that purpose, or at a
263 regular meeting of the Board. In the event of the absence or disability of any officer of
264 the Corporation, the Board of Trustees may delegate his/her powers and duties to
265 any other officer or officers.

266 Section 7.6: President

267 The President shall be the chief executive officer of the Corporation and shall, if
268 present, preside at all meetings of the Board of Trustees. Subject to the direction and
269 control of the Board of Trustees, he/she shall be in charge of the business and affairs
270 of the Corporation and shall see that the resolutions and directives of the Board of
271 Trustees are carried into effect except in those instances in which responsibility is
272 assigned to some other person by the Board of Trustees Except in those instances in
273 which the authority to execute is expressly delegated to another officer or agent of the
274 Corporation or a different mode of execution is expressly prescribed by the Board of
275 Trustees, he/she may execute for the Corporation any contracts or other instruments
276 which the Board of Trustees has authorized to be executed, and he/she may
277 accomplish such execution either under or without the seal of the Corporation and
278 either individually or with the Secretary or any other officer thereunto authorized by the
279 Board of Trustees, according to the requirements of the form of the instrument. He/she
280 may vote all securities which the Corporation is entitled to vote except to the extent
281 such authority shall be vested in a different officer or agent of the Corporation by the
282 Board of Trustees.

283 Section 7.7: Vice President

284 The Vice President, if any, shall, in the absence or disability of the President,
285 perform the duties and exercise the powers of the President and shall perform such
286 other duties as the Board of Trustees shall prescribe.

287 Section 7.8: Secretary.

288 The Secretary shall attend all meetings of the Board of trustees Trustees of the
289 Corporation and record all votes and the minutes of all proceedings in the minute book
290 of the Corporation. The Secretary shall give, or cause to be given, notice of all
291 meetings of the Board of Trustees of the Corporation for which notice may be required,
292 and shall perform such other duties as may be prescribed by the Board of Trustees or
293 the President, under whose supervision the Secretary shall act.

294 Section 7.9: Treasurer

295 The Treasurer shall cause to be kept full and accurate accounts of receipts and
296 disbursements in financial books of the Corporation and shall cause to be ~~deposit~~
297 **deposited** all monies and other valuable effects in the name and to the credit of the
298 Corporation in such bank or depositories as may be designated by the Board of
299 Trustees. The Treasurer shall oversee disbursement of funds of the Corporation,
300 including, without limitation, distributions ~~authorized~~ **authorized** by the Board of
301 Trustees in furtherance of the charitable purposes of the Corporation. The Treasurer
302 shall render to the President and to the Board of Trustees, at the regular meetings of
303 the Board of Trustees, or whenever they may require it, an account of all his/her
304 transactions as Treasurer and of the financial condition of the Corporation.

305

ARTICLE VIII

306

INDEMNIFICATION AND INSURANCE

307 Section 8.1: Indemnification

308 The Corporation shall, except as provided in or limited by Sections 8.3 or 8.4
309 herein, indemnify any person who was or is a party or is threatened to be made a party
310 to any threatened, pending or completed action, suit or proceeding, whether civil,
311 criminal, administrative or investigative, by reason of the fact that he/she is or was a
312 director, officer, employee or agent of the Corporation, or is or was serving at the
313 request of the Corporation as a director, officer, employee or agent of another
314 corporation, partnership, joint venture, trust or other enterprise, and shall advance
315 expenses to such person reasonably incurred in connection therewith, to the fullest
316 extent permitted by the relevant provisions of the Delaware General Corporation Law
317 and California General Corporation Law as such law presently exists or may hereafter
318 be amended. The Corporation shall be required to indemnify a person in connection
319 with a proceeding initiated by such person only if the proceeding was authorized by the
320 Board of Trustees.

321 Section 8.2: Insurance

322 The Corporation will purchase and maintain insurance on behalf of all persons
323 who are or were a director, officer, employee or agent of the Corporation, or who is or
324 was serving at the request of the Corporation as a director, officer, employee or agent
325 of another corporation, partnership, joint venture, trust or other enterprise, against any
326 liability asserted against him/her and incurred by him/her in any such capacity, or
327 arising out of his/her status as such, whether or not the Corporation would have the
328 power to indemnify him/her against such liability under the provisions of this Article
329 VITI.

330 Section 8.3: Certain Limitations on Indemnification

331 In no case shall the Corporation indemnify or reimburse any person for any
332 taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it
333 presently exists or may hereafter be amended (the "Code"), or under the comparable
334 or corresponding provisions of any future United States internal revenue laws. Further,
335 at any time the Corporation is deemed to be a private foundation within the meaning of
336 Section 509 of the Code, then, during such time, no payment shall be make under this
337 Article VITI if such payment would constitute an act of self dealing or a taxable
338 expenditure as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

339 Section 8.4: Indemnification from Other Sources

340 The Corporation's obligation, if any, to indemnify any person who was or is
341 serving at its request as a director, officer, employee or agent of another corporation,
342 partnership, joint venture, trust or other enterprise shall be reduced by any amount
343 such person may collect as indemnification from such other corporation, partnership,
344 joint venture, trust or other enterprise.

345

ARTICLE IX

346

BOOKS AND RECORDS

347

The Corporation shall keep correct and complete books and records of
348 account and shall also keep minutes of the proceedings of its Board of Trustees and
349 committees having any of the authority of the Board of Trustees.

350

ARTICLE X

351

FISCAL YEAR

352

The fiscal year of the Corporation shall be fixed by resolution of the Board of
353 Trustees as the calendar year.

354

ARTICLE XI

355

WAIVER OF NOTICE

356

Whenever any notice is required to be given under the provisions of the
357 Delaware General Corporation Law and California General Corporation Law, the
358 Corporation's Certificate of Incorporation or these Bylaws, a written waiver of notice,
359 signed by the person or persons entitled to such notice, whether before or after the
360 time stated therein, shall be deemed equivalent to the giving of such notice.

361

Attendance of any director at a meeting shall constitute a waiver of notice of such
362 meeting, except when such director attends the meeting for the express purpose of
363 objecting, at the beginning of the meeting for the express purpose of objecting, at the
364 beginning of the meeting, to the transaction of any business because the meeting is
365 not lawfully called convened.

366

ARTICLE XII

367

AMENDMENTS

368

These Bylaws may be amended, altered or repealed and new Bylaws may be

369 adopted at any meeting of the Board of Trustees by an affirmative vote of two-thirds of
370 the trustees then in office. Such action may be taken at an annual, regular or special
371 meeting of the Board of Trustees for which written notice of the purpose shall be given.

372

* * * * *

373 I certify that the foregoing Bylaws of The Forest Theatre Foundation were
374 approved and adopted for the organization by its Board of Trustees on ~~May 9, 2004~~
375 **December 12, 2011** and that they ~~were~~ **will remain** in effect until ~~___2009~~ **January 1,**
376 **2021 or until such time as a new amended version is adapted and approved.** ~~The~~ **This**
377 amended version was adapted and approved by a two-third vote of the Board of
378 Trustees on **December 12, 2011** and are now in effect.