

**CODE OF REGULATIONS  
OF  
BARNESVILLE STATE THEATER COMPANY**

**ARTICLE I**

**Members**

***Section 1.01 - Members***

The members of Barnesville State Theater Company, an Ohio nonprofit corporation (the “Corporation”), at any time shall be those individuals who are then Directors (“Directors” or individually a “Director”) of the Corporation’s Board of Directors (“Board”), and the Directors shall have the rights and privileges of members conferred under the laws of the State of Ohio, except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director.

**ARTICLE II**

**Board of Directors**

***Section 2.01 - General Powers***

Except where the law, the articles, or this Code of Regulations (“Code”) requires that action be otherwise authorized or taken, all of the authority of the Corporation shall be exercised by or under the direction of its Directors.

***Section 2.02 - Number***

- (a) The Board shall consist of not less than three (3) nor more than fifteen (15) Directors.
- (b) Without amendment to this Code, the number of Directors may be fixed or changed by resolution of the Board.
- (c) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

***Section 2.03 - Election***

The Directors shall be elected by the Board at the annual meeting of the Board.

### ***Section 2.04 - Classification and Term***

- (a) Unless the Directors are divided into classes as provided in paragraph (b), each Director shall hold office until the next annual meeting of the Board and until the Director's successor is elected, or until the Director's earlier resignation, removal from office, or death.
- (b) Without amendment to this Code, the Directors may be divided, by resolution of the Board, into two (2) or three (3) classes with each class to consist of two (2) or such larger number of Directors as the Board shall determine. Each class shall be designated consecutively as Class I, Class II, and Class III, if any. All classes shall be initially elected at the annual meeting of the Board coinciding with or next following adoption of the resolution classifying Directors, and the initial term of office of each class shall be as follows: Class I shall be until the first such succeeding annual meeting; Class II shall be until the second such succeeding annual meeting; and Class III, if any, shall be until the third such succeeding annual meeting. Thereafter, the term of office of each class shall be until the second, or, if three (3) classes, the third annual meeting, or an action in lieu thereof, after the initial term of that class. Each Director of each class shall hold office until a successor is elected as Director.

### ***Section 2.05 - Meetings***

- (a) An annual meeting of the Board for the election of Directors, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time on the first Monday of the fourth month of the fiscal year of the Corporation or on such other date as may be specified by the Directors.
- (b) Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Directors may specify.
- (c) Special meetings of the Board may be called by the President, any Vice-President, or any two Directors.

### ***Section 2.06 - Place of Meeting and Electronic Meetings***

- (a) Meetings of the Board may be held at any place within or without the state. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Ohio.
- (b) Notwithstanding anything to the contrary, meetings of the Directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this division shall constitute presence at such meeting.

***Section 2.07 - Notice of Meeting***

- (a) Written notice of the time and place of each meeting of the Directors shall be given to each Director either by personal delivery or by U.S. mail, telecopy, electronic mail, or telegram at least seven (7) days before the meeting, which notice need not specify the purposes of the meeting.
- (b) Each Director shall furnish to the Secretary or the President with a telephone number for receipt of telecopies, an electronic mail address for receipt of electronic mail and/or a U.S. postal address to which notices of meetings and other notices or correspondence may be addressed. Each Director may specify in writing which forms of notice are preferred.
- (c) Any Director may waive notice of the time and place of any meeting of the Board, either before or after holding of the meeting.

***Section 2.08 - Quorum and Manner of Action***

- (a) A majority of the Directors then in office shall constitute a quorum for a meeting of the Directors.
- (b) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- (c) The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by the articles, this Code, or the bylaws.

***Section 2.09 - Action by Board of Directors Without Meeting***

- (a) Any action which may be authorized or taken at a meeting of the Directors, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the Directors. For purposes of this section, a signed writing shall include any original document bearing the signature of a Director, a telecopy sent by, and bearing the signature of, a Director and an electronic mail transmission created and sent by a Director which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writings shall be filed with or entered upon the records of the corporation.

***Section 2.10 - Resignations***

- (a) Any Director may resign at any time by giving written notice to the President or the Secretary.
- (b) A resignation shall take effect immediately or at such other time as the Director may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

***Section 2.11 - Removal***

- (a) Any Director may be removed, with or without cause, at any time by the affirmative vote of the Directors then in office.
- (b) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 2.12.

***Section 2.12 - Vacancies***

Unless the articles or this Code otherwise provide, the remaining Directors, though less than a majority of the whole authorized number of Directors, may, by the vote of a majority of their number, fill any vacancy in the Board for the unexpired term.

***Section 2.13 - Ex Officio Members***

The Board may appoint one or more persons as ex officio Directors, which ex officio Directors shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board at any meeting of the Board, but such ex officio Directors shall not be considered for quorum purposes and shall have no vote.

**ARTICLE III**

**Committees**

***Section 3.01 - Committees of Directors***

- (a) The Board may, by resolution, create an executive committee or any other committee of the Directors, to consist of one or more Directors, and may authorize the delegation to any such committee of any of the authority of the Directors, however conferred.
- (b) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed by law.

- (c) Each such committee shall serve at the pleasure of the Directors, shall act only in the intervals between meetings of the Directors, and shall be subject to the control and direction of the Directors.

***Section 3.02 - Alternate and Ex Officio Members***

- (a) The Directors may appoint one or more Directors as alternate members of any such committee, who may take the place of any absent member or members at any meeting of the particular committee.
- (b) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not be considered for quorum purposes and shall have no vote.

***Section 3.03 - Authority and Manner of Acting***

- (a) Unless otherwise provided in this Code or ordered by the Directors, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such meeting. For purposes of this section, a signed writing shall include any original document bearing the signature of a committee member, a telecopy sent by, and bearing the signature of, a committee member and an electronic mail transmission created and sent by a committee member which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Unless participation by members of any such committee at a meeting by means of communications equipment is prohibited by the articles, this Code, or an order of the Directors, meetings of any particular committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this section constitutes presence at the meeting
- (c) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Directors.

## ARTICLE IV

### Officers

#### *Section 4.01 - Officers*

- (a) The officers of a corporation shall consist of a President, a Secretary, a Treasurer, and, if desired, one or more Vice-Presidents, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in this Code, the bylaws, or resolutions of the Directors.
- (b) The Officers may also serve as Directors of the Corporation.
- (c) Any two or more offices may be held by the same person.

#### *Section 4.02 - Appointment and Term of Office*

- (a) The officers of the Corporation shall be appointed from time to time by the Board as it shall determine, and new offices may be created and filled at any meeting of the Board.
- (b) Each officer's term of office shall be one year or until a successor is appointed.
- (c) Notwithstanding anything herein to the contrary, the President shall hold office until he or she resigns, as described in Section 4.03, or until he or she is removed from office, as described in Section 4.04.

#### *Section 4.03 - Resignation*

- (a) Any officer or assistant officer may resign at any time by giving written notice to the President or the Secretary.
- (b) A resignation shall take effect immediately or at such other time as the resignation may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

#### *Section 4.04 - Removal*

- (a) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the majority of the Directors.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

#### ***Section 4.05 - Duties of Officers***

- (a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board. In the recess of the Directors, the President shall have general control and management of the Corporation's business affairs.
- (b) The Vice President shall perform such duties as may be delegated or required of him by the Directors or the President.
- (c) The Secretary shall keep a record of all proceedings of the Directors and of all meetings. The Secretary shall have the charge of the membership book of the Corporation and shall generally perform all such duties as pertain to the office or as may be required by the Directors.
- (d) The Treasurer shall keep a record of and have custody of all funds of the Corporation. The Treasurer shall keep record of all monies received and paid out and of all vouchers and receipts given. The Treasurer shall further keep books of accounts of the financial condition of the Corporation and shall make annual statements, for the Directors and shall deposit, or cause to be deposited, in the depositories designated by the Directors all of the money received by the Corporation and shall perform such other duties as may be required from time to time by the Directors or incident to the office of Treasurer. On the expiration of the Treasurer's term, the outgoing Treasurer shall deliver to the successor all papers, property, books, and monies in their possession or control.
- (e) Any two of the the President, the Secretary, Treasurer, and the Vice President, if any shall have the authority jointly to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Corporation's behalf.
- (f) In the absence of any officer or assistant officer or for any other reason that the Board may deem sufficient, the Board may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any Director.
- (g) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by this Code or by the Board or any committee of Directors as provided herein.

## ARTICLE V

### Indemnification and Insurance

#### *Section 5.01 – Indemnification*

- (a) The Corporation shall indemnify any Director or officer (and may indemnify any other employee, volunteer, or agent of the Corporation or of another entity) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding under the standards set forth in and to the fullest extent permitted by Sections 1702.12(E)(1) and (2) of the Ohio Revised Code, as the same shall be amended from time to time.
- (b) To the fullest extent permitted and in accordance with the procedures set forth in Section 1702.12(E)(5) of the Ohio Revised Code, the Corporation shall, upon the request of a Director or officer who is the subject of an action, suit, or proceeding described in paragraph (a) of this Section, pay the expenses incurred by such Director or officer in defending the action, suit, or proceeding, including attorneys' fees, as they are incurred, in advance of the final disposition of the action, suit, or proceeding.
- (c) To the fullest extent permitted by and in accordance with the procedures set forth in Section 1702(E)(5) of the Ohio Revised Code, the Corporation *may*, upon the request of an employee, volunteer, or agent of the Corporation or of another entity who is the subject of an action, suit, or proceeding described in paragraph (a) of this Section, pay the expenses incurred by such person in defending the action, suit, or proceeding, including attorneys' fees, as they are incurred, in advance of the final disposition of the action, suit, or proceeding. Notwithstanding Section 1702(E)(5)(a) of the Ohio Revised Code, the Corporation *shall not* be required to pay the expenses incurred by a volunteer in defending any action, suit, or proceeding.
- (d) The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of the disinterested Directors of the Corporation, or otherwise.

***Section 5.02 - Insurance***

The Corporation may obtain and maintain liability insurance against liabilities of its Directors, officers, employees, and agents, sufficient to cover its obligations under these indemnification provisions, and may obtain such liability insurance for liabilities of such persons not subject to any obligations of the Corporation under these indemnification provisions.

**ARTICLE VI**

**Conflicts of Interest**

***Section 6.01 – Conflicts of Interest***

The Corporation’s Conflicts of Interest Policy is attached hereto as **Exhibit A**.

**ARTICLE VII**

**Amendment**

***Section 7.01 - Amendment***

This Code may be amended from time to time by the Board by an affirmative vote of a majority of the Board.