

BY-LAWS OF
Theatre KAPOW

Approved at the meeting of the Incorporators, April 19, 2009.

**ARTICLE I
NAME**

The name of this corporation shall be *Theatre KAPOW* (hereinafter the "Corporation"). It shall be a non-profit corporation organized pursuant to NH RSA Chapter 292.

**ARTICLE II
OFFICES**

The principal office of the corporation in the State of New Hampshire shall be located in Manchester, New Hampshire. The corporation may have such other offices, either within or without the State of New Hampshire as the Board of Directors may designate or as the business of the corporation may from time to time require.

**ARTICLE III
MEETING OF INCORPORATORS**

Section 1. Meeting.

There shall be a meeting of the Incorporators, upon filing the Articles of Incorporation with the State of New Hampshire. The Incorporators shall act to appoint a Board of Directors.

Section 2. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting, to each incorporator.

**ARTICLE IV
MEMBERSHIP**

The Corporation shall not have any members.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. General

The Board of Directors shall consist of not less than five (5) Directors and not more than eight (8) (the "Board"). The Corporation's incorporators shall select the initial Board. Directors shall serve for a renewable period of three years. When the term of any member is about to expire, the term shall be renewed or the vacancy filled by a majority vote of the Board of Directors at the annual meeting after consultation with a nominating committee. The individual Board members shall continue to serve until the remaining Board members appoint a successor member or until a Board member is unable or unwilling to serve. Directors receive no compensation other than reasonable expenses.

Section 2. Control and Power

The Board shall have the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Corporation's Articles of Agreement, these Bylaws, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

Section 3. Meetings

The annual meeting of the Board shall be held at such place and time as determined by the Board in the month of June. Regular and special meetings of the Board, or any committee thereof, shall be called by the President or at the request of two-thirds (2/3) of the membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days' advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Such notices shall be sent to the addresses shown on the records of the Corporation. Any Directors may waive notice of a meeting by an instrument in writing filed with the records of the meeting or attendance at the meeting without protest.

At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Corporation's Articles of Agreement, these Bylaws or Chapter 292 of the New Hampshire Revised Statutes Annotated. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

Section 4. Committees

The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board. Such committee(s) shall consist of two (2) or more Directors and shall have such powers and duties as the Board deems desirable.

Section 5. Removal

Any Director may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board.

Section 6. Resignation

Any Director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

Section 7. Vacancies

If the office of any Director shall become vacant by reason of death, resignation,

disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Board, even if less than a quorum, shall elect a successor(s) for the unexpired term of such Director.

ARTICLE VI OFFICERS

Section 1. General

The Corporation shall have as executive officers a President, a Secretary and a Treasurer, each of who shall be appointed by the Board. Officers shall serve for a renewable period of three years, with a maximum of two consecutive terms.

Section 2. President

The Board shall elect the President. The President shall preside over meetings of the Board of Directors and shall be responsible for the agenda and general conduct of such meetings. He/she will represent the Corporation at local, civic, and community activities which require the Corporation's attendance.

Section 3. Secretary

The Secretary of the Corporation shall be elected by the Board and shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President for the Board.

Section 4. Treasurer

The Treasurer shall be elected by the Board and shall keep correct and complete records of account accurately showing at all time the financial condition of the Corporation. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds of the Corporation, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of the Corporation.

Section 5. Removal

Any officer may be removed with or without cause, from such office by a two-thirds (2/3) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose.

Section 6. Resignation

Any officer may resign at any time by giving written notice to the Board or to the President or the Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified herein. The acceptance of such resignation shall not be condition precedent necessary to its effectiveness.

Section 7. Vacancies

In the event of resignation, retirement, disqualification, death, disability or removal from

office, for any reason whatsoever, of any officer of the Corporation, the vacancy so created shall be filled by the Board.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Corporate Seal

The Board of Directors may authorize a corporate seal which shall have inscribed thereon the name of the corporation and the state and year of incorporation.

Section 2. Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year unless otherwise determined by the Board.

Section 3. Indemnification

The Corporation shall indemnify each of its Trustees and officers, or former Trustees and former officers, or any person who may have served at the request of the Corporation as a Trustee or officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

ARTICLE VIII

AMENDMENTS

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the directors present at the annual meeting. However, in no event may any amendments be made which would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

ARTICLE IX

NON-DISCRIMINATION

The corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.

ARTICLE X

LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 508:16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation.

The Directors and officers of the corporation shall not be liable to the Corporation or to its shareholders for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA Chap. 292.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

**ARTICLE XII
CONFLICTS OF INTEREST**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required, together with written notice to the Director of Charitable Trust, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

**ARTICLE XII
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.