

BYLAWS OF NEW MUSICALS INC.

A California Nonprofit Public Benefit Corporation

1. Name. The name of this corporation is New Musicals Inc.
2. Principal Office. The principal office for the transaction of activities and affairs of this corporation is located at 2530 Wilshire Blvd., Third Floor, Santa Monica, California, 90403, in Los Angeles County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.
3. Other Offices. This corporation may have such other offices, within or without the State of California, as the Board of Directors may from time to time determine.
4. Purpose. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law and is not organized for the private gain of any person. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law, including but not limited to, pleasure, recreation, education, and other non-profitable purposes and fostering the highest quality musical theatre writing, and advancement of the state of new musical theatre production within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.
5. Construction and Definitions. Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.
6. Dedication of Assets. This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that is established its exempt status under Internal Revenue Code section 501(c)(3).

7. No Members. This corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. The corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.
8. Corporate Seal. This corporation shall have no corporate seal.
9. Board of Directors ("Board").
 - a. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
 - b. Specific Powers. Without prejudice to the general powers set forth in Section 9(a) of these bylaws, but subject to the same limitations, the Board shall have the power to:
 - i. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
 - ii. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
 - iii. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
 - c. Number of Directors; Term of Office. The Board of Directors shall consist of at least nine (9) but no more than twenty-five (25) Directors unless changed by amendment to these bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Directors shall be elected at a meeting in January. Directors will be elected for either one year or two years by lot.
 - d. Restriction on Interested Persons as Directors. No more than 33 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

- e. Designation of Directors. All Directors but one shall be designated by the members of the Board whose terms have not expired at the time of designation. One additional Director shall be elected by the Student Body annually for a one year term and shall be a voting member of the Board. The Executive Director, who serves at the pleasure of the Board, shall not be a voting member of the Board.
 - i. Only dues-paying members in good standing and members on scholarship in good standing, including those on the board and staff, can vote for the member representative on the board.
- f. Vacancies on Board of Directors. A vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - i. the disability, death, or resignation of any Director;
 - ii. the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court, convicted of a felony, missed three consecutive Board meetings without being excused in writing for good cause by the President, or breached his/her duties to the corporation under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - iii. three-fifths (3/5) (i.e., at least 60%) vote of the Board members in office to remove any Director(s); or
 - iv. the increase of the authorized number of Directors.
- g. Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective; provided that except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.
- h. Removal of Directors. Any Director may be removed, with or without cause, by the vote of three-fifths (3/5) (i.e., at least 60%) vote of the Board members in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 9. Any vacancy caused by the removal of a Director shall be filled as provided in Section 9(i). Any Director who does not attend three successive Board meetings will be subject to removal from the Board unless (1) the Director requests a leave of absence for a limited time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), or (2) the Director suffers from an illness or disability that prevents the Director from attending meetings. A

Director who has been previously removed for having missed three consecutive meetings without an excuse may be reinstated if the board agrees to do so.

- i. Filling Vacancies on the Board. Vacancies on the Board may be filled by majority approval of the Board, or if the number of Directors then in office is less than a quorum, vacancies may be filled by (1) the unanimous written consent of the Board, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to the notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining Director.
- j. Place of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
- k. Regular Meetings. Regular meetings of the Board shall be held from time to time, at such times and places as the Board may determine.
- l. Annual Meetings. The annual meeting of the Board shall be held each year in January at such time and place as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting. A second annual meeting will be held each year in which the Board meets with the membership.
- m. Special Meetings: Notice. Special meetings of the Board shall be held whenever called by the President or by any one of the Directors. Notice of a special meeting shall be mailed to each Director, addressed to the Director at his or her residence or usual place of business at least ten (10) business days before the day on which the meeting is to be held, or delivered personally or by telephone, facsimile or email transmission at least six (6) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, but need not state the purposes thereof. Notice of any meeting of the Board need not be given to any Director who participates in such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors shall participate therein or waive such notice in writing before, at, or after such meeting.
- n. Meetings by Telephone or other Telecommunications Equipment. Any meeting, regular, or special, may be held, or any Director may participate in any meeting, regular or special, by telephonic conference device, electronic video screen communication, or other communications equipment. Participation through such means constitutes presence in person at that meeting if all the following are met:
 - i. Each Director participating in the meeting can communicate with all of the other Directors concurrently.
 - ii. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation.

- iii. The corporation adopts and implements some means of verifying both of the following:
 - 1. A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting.
 - 2. All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.
- o. Quorum. A quorum shall be defined as 50% plus one of the existing board members for the transaction of business, except to adjourn. Every action taken by a majority of the Directors voting at a duly held meeting at which a quorum is present shall be the act of the Board (provided that an abstention is not a vote and shall not be included in or counted toward the determination of whether there is a majority vote), subject to any more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships [Section 5234], (c) creation of and appointments to committees of the Board [Section 5212], and (d) indemnification of Directors [Section 5238(d)]. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting, provided that abstentions shall not be included in or counted toward the determination of whether there is a majority vote.
- p. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- q. Assent Presumed. A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless the Director's dissent or abstention is entered into the minutes of the meeting or unless the Director files his/her written dissent or abstention to such action with the Secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.
- r. Proxy Voting. Proxy voting shall not be permitted.

- s. Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested Director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- t. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this corporation and any Director (or an organization in which a Director is a director, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the Director’s interest must be fully disclosed or known to the Board prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the Directors, not counting any vote that the interested Director otherwise might have; and (c) the interested Director shall not be counted in determining the presence of a quorum. In addition, if the result of any decision before the Board would materially benefit a Board member who is a currently enrolled member of the Student Body, that Board member shall abstain from voting on any such decision unless the decision concerns matters affecting the entire student body as a whole or its benefits affect more than ten individual members of the student body, as determined by a majority of the disinterested Board members. This Section 9(t) shall not apply to the approval of any compensation for a Director’s personal services to the corporation as Director, officer, employee or agent.
- u. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- v. Notice of Adjourned Meeting. Notice of the time and place of holding of an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.
- w. Compensation and Reimbursement. Directors may receive such compensation, if any, for their services as Directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time the resolution is adopted.
- x. Committees of Board of Directors.
 - i. Creation and Powers of Committees. Two types of Committees may be created by the Board: Voting committees and Non-Voting committees.

1. Voting Committees. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more Voting committees each consisting of two or more Directors. Each of those committees shall have the right to vote on any matter coming before it. The designation and appointment of any committee and delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon it or him/her by law.
 2. Non-Voting Committees. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more Non-Voting committees each consisting of one or more Directors and any other persons who are not Directors to serve at the pleasure of the Board. In the normal course of its business, a Non-Voting committee may make recommendations to the Board for action.
 3. All committees are automatically dissolved at the annual meeting. They can then be reestablished by the Board if necessary.
 4. Committees can vote among themselves, but they can only make recommendations to the Board for approval. The single exception is the Executive Committee which can approve decisions. Those decisions can be modified by the Board at a later date.
 5. Each Board member will serve on one standing Committee and one ad hoc Committee.
 6. Board members will meet every other month for Board meetings, and every other month for Committee meetings.
- ii. Appointments to Committees. Appointments to committees of the Board, except for the Executive Committee, shall be by majority vote of the Directors. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent Director at any meeting. Members of each committee shall hold a seat on the committee until the next annual meeting except in the case of special committees whose functions are completed in less than one year. Members of committees may be appointed each year for an additional term at the discretion of the Board. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
1. Take any final action on any matter that, under the California Nonprofit Public Benefit corporation law, also requires approval of the Board or approval of a majority of Directors or the approval of the

Members [Section 5034] or the approval of a majority of all Members [Section 5033].

2. Fill vacancies on the Board or on any committee that has the authority of the Board;
 3. Fix compensation of the Directors for serving on the Board or on any committee;
 4. Amend or repeal bylaws or adopt new bylaws;
 5. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able;
 6. Create any other committees of the Board or appoint the members of committees of the Board;
 7. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code, or approve any contract or transaction which exceeds the Board-approved budget for the corresponding line item.
- iii. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees or the calling of special meetings of such committees may be determined either by Board resolution, or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.
- iv. Executive Committee. The Executive Committee shall be composed of the officers of the Board and any additional Directors the Board may appoint. The President of the Board shall serve as the Chairperson of this committee. The Executive Committee shall act on behalf of the Board between regular meetings and in emergency situations. The committee shall meet as needed to accomplish critical administrative and corporate management activities. The actions of the committee shall not conflict with previously adopted Board resolutions and shall serve equally as those of the full Board unless otherwise modified or repealed by the Board at the next regular meeting.
1. Between meetings, the Executive Committee has the same power as the Board, and their actions stand unless reversed by the Board.

2. Any action that the Executive Committee takes must be consistent with what has been approved in the past by the full Board.

y. 'Give and Get' Policy

- i. With the exception of the workshop-elected representative, each member of the Board of Directors shall pledge to donate ("give") \$500 and to solicit ("get") an additional \$500 to ANMT each year.
 1. The "give" is required and shall be contributed or caused to be contributed to ANMT between September 1 and April 1 of each fiscal year. If a member does not succeed in meeting the minimum level of \$500 contribution by April 1, he or she shall be suspended from the Board until the financial obligation for that fiscal year has been met.
 2. The "get" is not required, but is strongly encouraged. It shall include such things as the purchase of five \$100 tickets to a fundraiser, ticket purchases for performances, a combination of small donations, etc.

10. Officers of the Corporation.

- a. Offices Held. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board. No two offices may be held by the same person concurrently with the exception of the offices of Secretary and Treasurer.
- b. Election of Officers; Term of Office. The officers of the corporation, except those appointed under Section 10(c) of these bylaws, shall be elected by ballot by the Board at the annual meeting of the Board in every even-numbered calendar year. Officers shall serve at the pleasure of the Board for a term of two years or until his/her successor is elected.
- c. Other Officers. The Board may appoint and may authorize the President or other officer, to appoint any other officers the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.
- d. Removal of Officers. Any officer may be removed with cause by the Board by a two-thirds majority vote whenever the Board determines that such action would be in the best interests of the corporation.
- e. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- f. Vacancies in Office. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in these bylaws for regular

appointments to that office provided, however, that vacancies need not be filled on an annual basis.

g. Expectations for Officers.

i. President. Subject to such supervisory powers as the Board may give to the President, if any, and subject to the control of the Board, the President shall oversee the management of the corporation by the Executive Director and shall report to the Board on the corporation's management at Board meetings and at other such times as the President or Board deem appropriate. The President shall preside over all Board meetings and Executive Committee meetings and shall have other such powers and duties as the Board or these bylaws may prescribe. The President shall take responsibility for overseeing all committee work and securing committee reports.

ii. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

1. Presidential Succession. In order to ensure strong leadership of the organization, the Vice President shall be considered "President Elect" and shall step into the role of President after completing the term as Vice President.

iii. Secretary.

1. Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, actions of the Board and committees of the Board. The minutes of the meetings shall include the time and place that meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given and, the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and bylaws, as amended to date.

2. Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

iv. Treasurer.

1. Book of Accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The book of account shall be open to inspection by any Director at all reasonable times.
 2. Deposit and Disbursement of Money. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the President of the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.
 3. Bond. If required, by the Board, the Treasurer or other officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
11. Contracts with Directors and Officers. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors have a financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.
12. Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California

Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

13. Indemnification.

- a. To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other such persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including any action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section “expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- b. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.
- c. Advance of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 13(a) of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

14. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer’s, Director’s, employee’s, or agent’s status as such.

15. Maintenance of Corporate Records.

- a. The corporation shall keep:
 1. Adequate and correct books and records of account; and
 2. Written minutes of proceedings of its Board and committees of the Board.

- b. Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. However, this right does not extend to personnel records and patient records which are privileged and confidential under the applicable federal and state laws. Personnel and client records may be inspected only when a Director has presented a compelling reason related to such Director's interest as a Director or a Court order. The Board shall determine when a Director's reason is sufficiently compelling to permit personnel and client records to be inspected.
- c. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office, the original or a copy of the Articles of Incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.
- d. Accounting Records and Minutes. On written demand on the corporation, any Director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board and the committees of the Board at any reasonable time for a purpose reasonably related to the Director's interest as a Director. Any such inspection and copying may be made in person or by the Director's agent or attorney. Any right or inspection extends to the records of any subsidiary of the corporation.

16. Required Reports.

- a. The Board shall cause an Annual Report to be sent to Directors within 90 days after the end of the corporation's fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:
 - i. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - ii. The principal changes in assets and liabilities, including trust funds.
 - iii. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
 - iv. The expenses or disbursements of the corporation for both general and restricted purposes.
 - v. Any information required by Section 16(b) of these bylaws.
 - vi. The Annual Report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such

statements were prepared without audit from the corporation's books and records.

- b. Annual Statement of Certain Transactions. As part of the Annual Report to the Board or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:
- i. Any transaction (a) in which the corporation, its parent, or its subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any Director or officer of the corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest.)
 - ii. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation under Section 13 of these bylaws.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- c. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board.
17. Delegation of Authority to Executive Director. In accordance with Section 9(a) of these bylaws, the Board may by resolution delegate the authority to carryout the day-to-day operation of the corporation, e.g. supervision, termination of staff employment, negotiation of contracts and independent contractual agreements, financial operations, and implementation of Board policies and directives, to an Executive Director (or other similar position) who shall be under the direct supervision of the Board.
18. Amendments. The bylaws may be altered, amended, or repealed by a majority vote of all of members of the Board currently holding office at any regular or special meeting. No amendment may be made so as to avoid limitations imposed by law or the Articles of Incorporation. The proposed amendment shall be mailed to all Directors at least thirty days before the meeting at which it is proposed to be adopted. The amendment shall take effect on the date of adoption unless the amendment itself provides for a different effective date.

19. CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of New Musicals Inc., a California nonprofit public benefit corporation; that these bylaws, consisting of 15 pages, are the amended bylaws of this corporation as adopted by the Board of Directors on November 10, 2004 and amended at various intervals since that date.

Originally executed on November 15, 2004 at Los Angeles, California; re-executed on November 19, 2014.

Noelle Donfeld

Secretary

MISCELLANEOUS (where should these be inserted?)

Check signatures

It was moved, seconded and approved that there needs to be only one signature to write checks for up to \$1,000 for items that have been pre-approved by the board. (12-08-04)

Honorary board/advisory board

Neville recommended that there just be one honorary board, which will be invited to attend several meetings during the year and contribute what they can to the organization. Jeff recommended that we call this the advisory board. Once we get vips on the advisory board, people of comparable status will join. (02-09-05)

Board member emeritus

Gary moved that we have an “emeritus” category for exemplary retiring board members. He nominated sue warford for this category. Noelle seonded the motion, which passed unanimously. (01-11-06)