

BYLAWS
OF
AMOEBA PRODUCTIONS INCORPORATED

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GENERAL

I. Name

- A. The name of the Corporation shall be “Amoeba Productions Incorporated,” as set forth in its Certificate of Incorporation, as may be amended from time to time, and referred to herein as “The Organization.”

II. Service Area

- A. The service area of the Organization is defined as: The New York Metropolitan Region.

III. Mission, Vision, and Values

- A. **MISSION STATEMENT:** The mission of Amoeba Productions is to produce a wide variety of performance art by utilizing the talents of early career artists in accessible and community based spaces in the New York Metropolitan Region.
- B. **VISION:** Our vision is for early career performance artists to have the means and support to produce their work in ways that challenge the boundaries of tradition and inspire transformation.
- C. **VALUES: THE TEN VALUES OF PEACEMAKING CIRCLES**
 - 1. **Respect.** Honoring ourselves by acting in accord with our values, honoring others by recognizing their right to be different, treating them with dignity, and fairly compensating them for their contributions.
 - 2. **Honesty.** We lower our masks and share our inner world, beginning a dialogue aimed not at defending our perspective but at openly questioning it to discover a wider truth.
 - 3. **Trust.** Trusting that we can follow through on what our values call us to do and challenging ourselves to risk exposing who we are first and then in reaching out to others. We build trust by addressing intimacy, violence,

and other triggering material with educated methods designed to protect and empower artists.

4. **Humility.** We honor another's voice by focusing more on discovering the wider truth than on advancing our own needs. Humility grows from recognizing our own limitations.
5. **Sharing.** We need to release the urge to control people and situations. Yielding power on one side allows others to take power as they assume responsibility.
6. **Diversity.** Actively seeking everyone whose interests are affected. We will employ a diverse community of individuals and tell stories about a multitude of experiences. How you send participants away from the community is how they come back to the community.
7. **Empathy.** Expressing the equality of our suffering and those who suffer differently. Understanding each other through our stories reduces the distance separating us.
8. **Courage.** Courage does not mean the absence of fear but the ability to acknowledge fears and to go forward in spite of them. We instill courage by employing specifically early career artists who haven't yet been given the support to produce their brave work.
9. **Forgiveness.** Emerging from the dynamics of each individual's healing journey, which begins with learning to forgive ourselves.
10. **Love.** Deepening our awareness that we are not separate, however much we may appear to be.

IV. Personnel

- A. **Director:** A Director of the Organization is defined as a natural person who regularly acts in a decision making capacity for the Organization, sits on the Board of Directors, and is responsible for managing one or more aspects of the

Organization's efforts. Directors are not compensated for their work as Directors of the Organization.

- B. **Member:** A Member is defined as a natural person who assists in the efforts of the Organization as a whole, and is compensated for such efforts.
- C. **Volunteer:** A Volunteer is defined as a natural person who assists in the efforts of the Organization as a whole or on specific projects, and is not compensated for such efforts.
- D. **Collaborator:** A Collaborator is defined as a natural person who assists in the efforts of only specific projects and may be compensated for such efforts.

V. Office

- A. The office of the Corporation shall be at such place in The New York Metropolitan Region as the Board of Directors may determine.

VI. Adoption of Policies and Procedures

- A. The Board of Directors, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation, including, but not limited to, a Conflicts of Interest Policy, Fundraising Guidelines, Marketing Guidelines, Production Selection Guidelines, Audition Guidelines; provided, however, that no rule, regulations, policy or procedure may be adopted by the Corporation that is contrary to these By-laws and applicable law as may be amended from time to time.

VII. Books and Records

- A. There shall be kept at the office of the Corporation:
 - 1. correct and complete books and records of account;
 - 2. minutes of the proceedings of the Board of Director;
 - 3. a current list of the Directors of the Corporation;

4. a copy of these By-laws;
5. a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and
6. copies of the past three (3) years' information returns and Form 990-N, Form 990-T's (if any) filed with the Internal Revenue Service.

B. All books and records may be kept electronically.

VIII. Loans to Directors

- A. No loans shall be made by the Corporation to its Directors, or to any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

IX. Related Party Transactions

- A. The Organization shall not enter into any related party transaction unless the transaction is determined by the board to be fair, reasonable and in the Organization's best interest at the time of such determination. Any director, who has an interest in a related party transaction shall disclose in good faith to the board the material facts concerning such interest.
- B. In the instance of a substantial financial interest in the transaction on the part of the related party, the Board shall:
1. Prior to entering into the transaction, consider alternative transactions to the extent available;
 2. Approve the transaction by a consensus of the directors present at the meeting; and
 3. Contemporaneously document in writing the basis for the Board's approval, including its consideration of any alternative transactions.

X. Amendments

- A. The By-laws of the Corporation may be amended or repealed by the Board of Directors. The Board Shall Annually Review the Bylaws to ensure they are relevant to the mission, vision, and values of the Organization.

XI. Dissolution

- A. In the event that the Board of Directors wishes to dissolve the Organization, a meeting shall be held to determine the distribution of the Organization's resources that best aligns with its Mission, Vision, and Values.
- B. The recipient of such a distribution shall be another New York based Non for Profit entity exempt under IRC Section 501(c)(3).
- C. Distribution plans should prioritize:
 - 1. other Non for Profit theatrical organizations within the Service Area who have a similar mission; then
 - 2. other Non for Profit performing arts organizations within the Service Area; then
 - 3. other Non for Profit cultural organizations within the Service Area; then
 - 4. other Non for Profit organizations in the State of New York.

XII. Non Exclusive Rights

- A. The provisions of these bylaws shall not limit or exclude any other rights to which any person may be entitled under law or contract.

BOARD OF DIRECTORS

XIII. Power of Board and Qualification of Directors

- A. The Corporation shall be managed by its Board of Directors.
- B. Each Director shall be at least eighteen years of age.

XIV. Number and Composition

- A. The Board of Directors shall consist of no less than five (5) nor more than ten (10) members referred to as Directors. Among these Directors shall be the Artistic Director, Managing Director, Finance Director, Director of Community Engagement, Director of Programming, Producing Director, Marketing Director, Audience Engagement Director, and Director of Artistic Development.
- B. The number of Directors shall be determined from time to time by consensus of all Directors present.
- C. At least half of the Board of Directors shall be:
 - 1. residents within the Service Area; or
 - 2. representatives who own or are employed by businesses within the Service Area; or
 - 3. community stakeholders, e.g. representatives of churches, social agencies, apartment complexes, and adjacent community groups within the Service Area.
- D. At least one-third (1/3) of the Board of Directors shall be comprised of persons representing:
 - 1. early career artists; or
 - 2. communities underrepresented in theater.

XV. Appointment and Term of Directors

- A. Directors shall be added by consensus at the discretion of the Board.
- B. Directors shall be assigned their position through a consensus of the Board.
- C. Directors shall serve a term of 1 Year or until removal or resignation.

1. Terms expire and are reassigned or renewed by the Board at the Annual Meeting.
2. There is no restriction on the number of terms a Director may serve.

XVI. Organization

- A. The Artistic Director shall preside at each meeting of the Board of Directors. If the Artistic Director is absent, then the Managing Director, or a temporary chair chosen by a consensus of the Directors, shall preside. The Managing Director shall act as secretary of each meeting of the Board of Directors. If the Managing Director is absent, the meeting shall select a temporary secretary from those in attendance at the meeting.

XVII. Resignations and Removal of Directors

- A. Any Director of the Corporation may resign at any time by giving written notice to the Artistic Director or to the Managing Director. Such resignation shall take effect at the time specified therein or upon delivery if no time is specified. The Board of Directors is not required to accept the resignation for the resignation to take effect.
- B. Any Director may be removed with cause by consensus of the remaining Directors. Cause for removal shall include, but is not limited to, failure of any Director to fulfill their duties, or conduct detrimental to the best interests of the Corporation. Such Director shall be entitled to appear and be heard before the Board at such meeting.

XVIII. Meetings

- A. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such other place as the Board of Directors may from time to time determine.
- B. Board Meetings can be called by any Director currently serving.

- C. As an Annual Meeting, the Board of Directors shall meet for the purpose of organization.
- D. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. They may be held without notice if such times are fixed from time to time by consensus of the Board of Directors and if general publication of the meeting times are made widely available.

XIX. Quorum

- A. A $\frac{2}{3}$ majority of the entire Board of Directors shall be a quorum for the transaction of business.
- B. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without prior notice to any Director.
- C. Should a Director responsible for a specific duty not be present, the Directors present shall transact no business in regards to that duty, unless the absent Director has given explicit permission to the Board to do so.

XX. Action by the Board of Directors

- A. Except as otherwise provided by law or in these By-laws, an Act of the Board of Directors means action taken at a meeting of the Board at which a quorum is present and by vote of a consensus of the Directors present at the time of the vote.
- B. Consensus shall be defined as a decision without any Directors voting in opposition.
- C. The following actions (in addition to those otherwise provided in these By-laws) require approval by consensus vote of the entire Board of Directors:
 - 1. approval of amendments to the Certificate of Incorporation;
 - 2. approval of amendments to these Bylaws; and
 - 3. amending the minimum or maximum number of Directors.

- D. Any action required of, or permitted to be taken by, the Board of Directors may be taken without a meeting if all members of the Board consent to the action. The written consents shall be filed with the minutes of the Board. Consents may be provided:
1. in a writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or
 2. by e-mail or other similar electronic correspondence that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director.
- E. Any or all Directors may participate in a meeting by means of a telephone conference, electronic video screen communication, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

XXI. Responsibilities of Board Members

- A. Artistic Director - The Artistic Director's responsibilities include but are not limited to:
1. Serve as the organization's Executive Officer,
 2. preside over and call meetings, plan the organization's season and see its season selection executed in adherence to the organization's mission, vision, and values.
 3. Lead fundraising, grant writing, and donor stewardship.
 4. Work alongside the Managing Director to monitor finances.

5. Hire the artistic team for the organization's projects and ensure the continued artistic integrity of those hires.
6. Collaborating with the Associate Artistic Director to ensure clear lines of communication. Responsible for execution of EDIB Goals.

B. Associate Artistic Director / Secretary - The Associate Artistic Director's responsibilities include, but are not limited to:

1. Support the Artistic Director in their responsibilities and serve as Executive Officer should they be unable to serve.
2. Submit triennial EDIB reports.
3. Contribute to grant and donor research.
4. Serve as committee chair coordinator.
5. Oversee merchandise and branding throughout the organization.
6. Manage fundraising events.
7. Take, keep and maintain all minutes.
8. Collaborate with the Managing Director to run the Organization's calendar.
9. Uphold the artistic integrity of the organization by contributing to project selection, new work development, and ensuring alignment between artistic and operational priorities.

C. Managing Director / Treasurer - The Managing Director's responsibilities include but are not limited to:

1. Assist the Artistic Director with season selection and project development in adherence with the company's mission and values.
2. Administrating the company's calendars, goals, and deadlines.

3. The maintenance of the books of account and shall have charge and custody of all funds and securities of the organization, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

a) This includes but is not limited to, developing and managing project and grant budgets, the attribution of funds from donations to specific uses, the preparation of financial statements, ensuring accurate tax filings, and any similar responsibilities that may arise.

D. Director of Producing - The responsibilities of the Director of Producing include but are not limited to:

1. Assisting in season selection in adherence with the company's mission and values.
2. Booking and managing all venues and spaces.
3. Hire and manage production staff.
4. Manage project budgets and production meetings.
5. Maintain and run ticketing platforms, the organization's CRM, and other data management.
6. Assist the Artistic Director in donor stewardship and fundraising strategy.
7. Create lasting connections between Amoeba and a network of contributors.

E. Director of Programming - The Director of Programming's responsibilities include but are not limited to:

1. Overseeing season selection in tandem with the Artistic Director, leading season planning, and

2. structuring educational programming.
3. Maintain consistent programming that offers Amoeba's community a variety of methods of engagement.
4. Maintain Programming policies and procedures that uphold the organization's mission, vision, and values.
5. Advocate for the appropriate allocation of resources to execute the organization's projects.
6. Assist the Artistic Director in grant research and writing.
7. Hire teaching artists and other educational staff.

F. Director of Artistic Development - The Director of Artistic Development responsibilities include but are not limited to:

1. work directly with artists to uphold Amoeba Productions' mission, vision, and values.
2. Create supportive, accessible spaces that foster community and collaboration.
3. Collaborate with the Director of Programming to lead educational programming, execute projects, connect artists to Amoeba's mission, and develop new work.
4. Plan and execute artistic gatherings.
5. Manage the organization's online artistic engagement
 - a) including, newsletters, the organization's artist database and proposal form, posting and managing opportunity listings, and creating and managing any application process.

G. Director of Community Engagement - The Director of Community Engagement's responsibilities include but are not limited to:

1. Developing and implementing one external charitable endeavor for each major project that connects the organization with diverse communities.
2. Fostering partnerships with local organizations and artists.
3. Ensuring that the organization's programming upholds its mission, vision, and values, and has an impact within the local community.
4. Maintain opportunities for the community to offer feedback and oversee the application of that feedback.
5. Gather and manage the organization's volunteers and volunteer events.

PERSONNEL

XXII. Members

- A. Members include anyone considered an "employee" of the Organization under any applicable laws and regulations that the Organization is subject to, given the assignment of employee is in relation to tasks serving the organization as a whole.
- B. Any Members shall be compensated in accordance with all applicable laws and regulations, shall be paid a fair market rate, and shall waive no rights that "employees" of an entity within the service area are entitled to.
- C. In adherence with the goal of maximizing benefit to the mission and vision of the Organization, the number and cost of Members should be minimized to what is absolutely necessary for the Organization to function.
 1. The Organization shall have no Members at its outset.
- D. Members may not sit on the Board of Directors while acting as a member, or being compensated as such.

XXIII. Volunteers

- A. There is no restriction on the number of volunteers, so long as no compensation is given for their efforts assisting the Organization.

XXIV. Collaborators

- A. Collaborators are those who participate in the projects of the Organization and may be compensated for such efforts.
- B. In adherence with the goal of maximizing benefit to the mission and vision of the Organization, the benefit given to Collaborators should be prioritized and maximized.
- C. Collaborators, if compensated, shall be compensated in accordance with all applicable laws and regulations, shall be paid a fair market rate, and shall waive no rights workers within the service area are entitled to.
- D. Any excess benefit, i.e. profit, from any activities shall have at least 85% of such an amount given to collaborators or donated to another 501(c)(3) non-for-profit entity within the service area whose use of such funds aligns with the Organization's Mission, Vision, and Values.
- E. Collaborators for each project shall be selected by a method approved by the Board of Directors.

HANDLING OF FUNDS

XXV. Checks, Drafts, etc

- A. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution or policy of the Board of Directors.
- B. The Artistic Director and Finance Director shall be the two signatories on all bank accounts and they will be responsible for checks, drafts, and deposits. Additional signatories may be authorized by resolution of the Board.

XXVI. Deposits

- A. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board of Directors.

XXVII. Compensation and Reimbursement

- A. In keeping with the mission of the organization, compensation can be made to collaborators and members, e.g. early career artists, for their work backed by the organization.
 - 1. Compensation shall be comparable to the market rate for labor in the organization's service area.
 - 2. Compensation shall be handled in accordance with the policy and procedures of the organization, as well as any applicable state and federal laws.
 - 3. Income taxes for the compensation shall be the responsibility of the recipient.
- B. Reimbursements can be given to persons who have been given prior approval for specific purchases from either the Finance Director or Artistic Director, so long as such purchases are to the direct benefit of the mission of the organization and are for a purpose approved by consensus of the Board.
 - 1. Reimbursements will be handled in accordance with relevant policy and procedures.
 - 2. The value reimbursed is not to exceed the cost incurred, but may be less.

XXVIII. Budgeting

- A. All operating budgets for all uses of funds must receive final approval by a consensus of the Board.

- B. Funds allocated in budgets can be used in accordance with these bylaws and with the express knowledge and approval of either the Artistic Director or Finance Director.