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BYLAWS OF OREGON STRAW HAT PLAYERS, INC. BE IT RESOLVED, that the bylaws of the Oregon Straw Hat Players, Inc., read as follows:

ARTICLE I - MEETINGS

Section 1. Annual Meetings. The corporation shall hold its annual meeting in the third quarter of each calendar year. The time and place will be determined by the Board of Directors, and the members of the corporation must be notified individually or by household, in writing, at least ten days in advance.

Section 2. Petition for meeting. A special membership meeting must be convened by the Board within 30 days of receipt of a petition requesting a meeting signed by 25% of the regular members and delivered by certified mail to the principal office of the corporation. All members must be notified in writing of such a meeting at least ten days in advance.

Section 3. Minutes. The Secretary shall keep a correct and complete record of all membership meetings and of all proceedings of this corporation, which shall be attested by the signature of the Secretary.

Section 4. Voting. At all membership meetings, each regular member in attendance shall be entitled to cast one vote or, in the case of Directors' election at the annual meeting, one ballot. No proxy voting shall be allowed.

Section 5. Quorum. A quorum shall consist of all regular members who appear at a duly called meeting.

ARTICLE II - DIRECTORS

Section 1. Number and Term. The Board of Directors shall consist of nine members of the corporation, each serving for a term of two years. The term of office shall be from the October 1st following the election through September 30 two years subsequent. Five Directors shall be elected in odd numbered years and four in even numbered years.

Section 2. Qualifications. Any regular member of the corporation in good standing shall be eligible for the office of Director.

Section 3. Election. Open Director positions shall be filled by election at the Annual Meeting of the corporation. Voting for all open Director positions will be on a single ballot with each regular member present allow to cast one valid ballot. A valid ballot shall contain votes for only those on the nominee list but contain no more than one vote for any single nominee, and further a valid ballot must contain at least 50 percent of the number of available Directors' positions. Nominees receiving the highest number of votes cast on valid ballots shall be elected until all available positions are filled. Should more than one nominee have the next highest number of votes for the final open position, another balloting shall be done with each regular member present allowed one vote. The nominee with the highest number of votes shall be elected.

Section 4. Removal. A director may be removed from office for cause by the affirmative vote of two-thirds of the regular members present at a duly called membership meeting.

Section 5. Vacancies. If the office of director becomes vacant, the president shall appoint a successor to fill the office until the next membership meeting, at which time the members shall elect a successor to fulfill the remainder of the term.

Section 6. Directors' Meetings. Regular meetings shall be held quarterly at a date fixed by the directors. Special meetings of the Board may be held at any time upon the call of the president or any two other directors. All meetings shall require notice to all directors of one week unless waived by all directors. At least one Directors' Meeting shall take place between the annual meeting and October 1st and shall

include both incoming and outgoing directors.

Section 7. Quorum. A majority of the directors of this corporation convened according to these bylaws shall constitute a quorum for the transaction of business.

Section 8. Meetings. The board shall keep a correct and complete record of all its proceedings which shall be attested by the signature of the Secretary, whose duty it shall be to keep such records.

Section 9. Duties and powers.

(a) The Board of Directors shall have complete control over and management of the property, affairs, and business of the corporation with power to borrow money and to authorize its general officers to execute in the corporate name; bills, notes, and other evidences of indebtedness and to mortgage the property of the corporation for that purpose. No contract shall be made or expense incurred on behalf of this corporation except in accordance with authorizations granted by the Board of Directors.

(b) Each director who is not a general officer of the corporation shall fulfill a post on the Board, such as: community resources and school relations coordinator, physical property coordinator, volunteer coordinator, membership coordinator, marketing and publicity coordinator, production selection and artistic policies coordinator. These posts will be assigned at the first board meeting following the annual meeting.

ARTICLE III - MEMBERS

Section 1. Membership Classes. There shall be the following classes of annual memberships in the corporation:

- Regular membership,
- Associate membership.

Section 2. Qualifications.

(a) Any person who has actively participated in Oregon Straw Hat Players in the past two years is a regular member. The Board of Directors shall define active participation.

(b) Any person, institution, or business who is interested in the purposes of the corporation is eligible for associate membership and may become a member thereof upon payment of the minimum annual contribution levels prescribed by the Board.

ARTICLE IV - STATUS

This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of the corporation shall be conducted in accordance with applicable laws, rules and regulations for the tax-exempt organization.

ARTICLE V - OFFICERS

Section 1. Number. The general officers of the corporation, all of whom shall be directors 18 years of age or older, shall consist of a president, vice-president, secretary and treasurer.

Section 2. Qualification - Election and Term. The general officers shall be chosen each year by a majority of the regular members voting at the annual meeting. In the event no candidate receives a majority, a runoff shall be held between the two candidates receiving the most votes. Separate elections shall be held for each office, first for president, then for vice-president, then treasurer, then secretary. Each officer shall hold office for one year, or until the officer's death, resignation, or removal in the manner provided in these bylaws, whichever shall first occur.

Section 3. Duties of Officers.

(a) The President shall be the chief executive officer of the corporation, and shall see that all resolutions and policies of the board are carried out; shall be ex officio a member of all committees of the corporation; and shall have the general powers and duties of supervision usually vested in the president

of a non-stock corporation.

(b) The Vice-President shall act for the president in any situation where the president may be absent or unable to carry out the duties of the office.

(c) The Secretary shall have the custody of the minute books, keep a record of all meetings of the board and the membership, and carry out the corporation's correspondence.

(d) The Treasurer shall be the financial officer of the corporation and be in charge and have custody of all funds of the corporation. The treasurer will have responsibility for and deposit such funds in such banks, trust companies or other depositories as shall be selected by the board, and shall make disbursements as directed by the board.

Section 4. Compensation of Officers. No officer shall be entitled to compensation for services rendered to the corporation in the course of holding office. The board may authorize reasonable compensation for services of value performed by a member independent of office, or to one who does not hold office.

Section 5. Vacancies. If the office of any corporation officer becomes vacant, the directors shall elect a successor to fulfill the remainder of the term.

ARTICLE VI - AMENDMENT OF BYLAWS

These bylaws may be amended or any part thereof repealed by a two-thirds vote of all regular members present at any membership meeting for which the Board of Directors has provided in writing to the membership, by mail or delivered in person at least ten days before such a meeting, notice of intent to propose amendments, together with a synopsis of such changes as have been proposed in advance.

ARTICLE VII - PROCEDURE

Roberts Rules of Order Newly Revised in its most recent edition as published by Perseus Publishing, Cambridge, MA, shall govern the meetings of the members and the Board of Directors in all matters not provided for in these bylaws.