

BYLAWS
OF
ADIRONDACK CENTER STAGE, INC.

ARTICLE 1
NAME

SECTION 1 – The name of the Corporation shall be “ADIRONDACK CENTER STAGE, INC.”, hereinafter referred to as the “Corporation”.

ARTICLE 2
PURPOSE

SECTION 1 – *Allowed Purposes.* The Corporation is formed for the purposes set forth in its Certificate of Incorporation. Notwithstanding the foregoing, the Corporation is organized exclusively for charitable, religious, or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2 – *Charitable.* Pursuant to the Certificate of Incorporation, the Corporation is a charitable corporation.

SECTION 3 – *Disallowed Purposes.* No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code. Further, the Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body, including, without limitation, activity or purposes which would require consent, notice or approval under Section 404 of the Not-for-Profit Corporation Law.

ARTICLE 3
OFFICE

SECTION 1 – The office of the Corporation shall be located in the County of Saratoga, State of New York, or at such other place as may be fixed from time to time by the Board of Directors.

ARTICLE 4
MEMBERS

SECTION 1 –The Corporation shall have no members or membership interests.

ARTICLE 5
DIRECTORS

SECTION 1 – *Board of Directors.* The management of all the affairs, property, activities, concerns and interest of the Corporation shall be vested in a Board of Directors, consisting of no less than five (5) persons, nor more than eleven (11) persons. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these Bylaws otherwise prohibited.

SECTION 2 – *Election of Directors.* Of the initial seven (7) directors, at the organization meeting of the Board of Directors, three (3) Directors shall be elected to a term of three (3) years, three (3) Directors shall be elected to a term of two (2) years, and two (2) directors shall be elected to a term of one (1) year. At the annual meeting next held after the organization meeting, there shall be an election by ballot for the Directors of the Corporation. Each Director shall be elected for a term of Three (3) years. Upon election, the Directors shall immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified, or they resign or are removed. At the expiration of any term, any Director may be reelected.

SECTION 3 – *Regular Meetings.* All regular meetings of the Board of Directors shall be held at such place and time as shall be determined from time to time by the Board of Directors, and the place and time at which any such meeting shall be held shall be fixed by the Board of Directors.

SECTION 4 – *Special Meeting.* The President may, when he or she deems necessary, or the Secretary shall, at the written request of two (2) Directors, issue a call for a special meeting of the Board.

SECTION 5 – *Notice of Meetings.* Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board of Directors. For other meetings, written notice, signed by the Secretary, shall be mailed to the last recorded address of each Director, at least ten (10) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telecommunicated, it shall be deemed to be delivered when the content is delivered to the telecommunications company. Any Director may waive notice of any meeting in writing, or, by his attendance at a meeting, except his attendance shall not constitute a waiver where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of notice of such meeting.

SECTION 6 – *Quorum.* A majority of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Members of the Board or any committee appointed by the Board may participate in a Board meeting or committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can receive communication from each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 7 – *Alternate Chairperson.* In the absence of the President and Vice-President, the quorum present may choose a chairperson for the meeting.

SECTION 8 – *Manner of Acting.* The act approved by the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 9 – *Vacancies.* Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining directors of the Board at a special meeting which shall be called for that purpose. The election shall be held within thirty (30) days after the occurrence of the vacancy. The person so chosen shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10 – *Compensation.* No Directors shall receive any salary or other compensation, except this shall not preclude any Director from receiving compensation for authorized out of pocket expenses.

SECTION 11 – *Action Taken by Directors Without a Meeting.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action to be taken is signed by each Director. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.

SECTION 12 – *Absence*. Should any Director be absent unreasonably from four (4) consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating an acceptable reason for so doing, the Director’s seat may be declared vacant, and the President may immediately proceed to fill the vacancy.

SECTION 13– *Notices*. Whenever any notice is required to be given to any Director under the provisions of these Bylaws or under the provisions of the laws of the State of New York, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 6 **OFFICERS**

SECTION 1 – *Officers*. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors may also choose to appoint one or more Vice-Presidents.

SECTION 2 – *Election*. The officers shall be elected by the Board of Directors from its Members at the annual meeting of the Board of Directors. Officers shall be elected for a term of one (1) year. Each officer shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, unless he or she resigns or is removed.

SECTION 3 – *Removal*. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4 – *Vacancy*. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors without undue delay, at its regular meeting, or any meeting specially called for that purpose. The person so appointed shall serve for the unexpired portion of the term.

SECTION 5 – *President*. The President shall be the principal executive officer of the Corporation and, subject to the Board of Director's control, shall have the power and duty to exercise general supervision over the affairs and operations of the Corporation. When present, he or she shall preside over all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. In general, he or she shall perform all duties incident to the office of the President in order to promote the prosperity and welfare of the Corporation, and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6 – *Vice-President*. In the event of the death or incapacity of the President, the Vice-President shall perform the duties of the President.

SECTION 7 – *Secretary*. The Secretary shall be responsible for the keeping of Minutes of all meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be responsible for the safe custody of the records and of the seal of the Corporation.

SECTION 8 – *Treasurer*. The Treasurer shall supervise the maintenance of adequate and correct accounts of the properties and business transactions of the Corporation, ensure adequate safekeeping of the corporate funds and securities, and ensure proper internal controls are in place. He or she shall provide the Board of Directors a statement of the financial condition of the Corporation at each of its regular meetings.

SECTION 9 – *Salaries*. No officer shall receive any salary or other compensation, except this shall not preclude any officer from receiving compensation for authorized out of pocket expenses.

SECTION 10 – *Delegation*. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

SECTION 11 – *Bonds*. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION 12 – *Other Agents*. The Board may appoint such agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

ARTICLE 7

CONTRACTS, LOANS, CHECKS, DEPOSITS AND FISCAL YEAR

SECTION 1 – *Contracts*. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President may execute the same in the name and behalf of this Corporation and may affix the Corporation seal, if any, thereto.

SECTION 2 – *Loans*. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by action by the Board of Directors. No loans shall be made by the Corporation to its officers or directors.

SECTION 3 – *Fiscal Year*. The fiscal year shall be from January 1st to December 31st, inclusive.

ARTICLE 8 **INDEMNIFICATION**

SECTION 1 – *Indemnification*. The Corporation shall indemnify: (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person’s testator or intestate, is or was a Director or Officer of the Corporation, and (b) any Director or Officer of the Corporation who served any other corporation of any kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance to secure payment of such indemnification.

ARTICLE 9 **DISSOLUTION**

SECTION 1 – In the event that this Corporation shall dissolve or disband or cease to operate for the purposes stated in these Bylaws, the Board of Directors shall without delay pay all of the existing debts. The remaining assets shall be distributed to one or more charitable organizations recommended by the Board of Directors or shall be distributed to the Federal government, or to a state or local government, for the public purpose. The organizations selected must be ones which qualify as exempt organizations under the provisions of Section 501(c) of the United States Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10
AMENDMENTS

SECTION 1 – These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board.

These Bylaws of ADIRONDACK CENTER STAGE, INC., were adopted by the Board of Directors as of the 15th day of January, 2019.

Secretary

Date