



# **COMPANY BYLAWS**

**ADOPTED July 23, 2014  
AMENDED January 22, 2024**

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE I - Name**

The name of this organization shall be Way Way Off-Broadway Theatre Company, herein referred to as WWOB, the Corporation, or the Organization.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE II - Mission and Purpose**

WWOB's Mission and Purpose shall be:

Entertaining, educating and enriching our community through theatrical experiences and creating a theatre family that is focused on people.

The **Objectives** that support this Mission are:

- To produce at least one musical or non-musical performance every year.
- To create an environment that welcomes all people.
- To be recognized as a significant cultural asset to the community.
- To support other local programs, charities, and causes, that not only support theatre but enhance the community and its people.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE III - Prohibited Activities**

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

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, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, 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 I.R.C. Section 501(c)(3), as amended; or (b) a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE IV - Membership and Sponsorship/Donation**

**Section 1.** WWOB is a non-membership Organization and shall not have any members.

**Section 2.** Sponsorship or donation to WWOB, its productions, or community projects is open to anyone from within or outside the community. Sponsorship or donation can be accepted from either individuals or businesses, and a portion of the contribution may be deductible on individual or business tax returns in accordance with current tax law. Sponsorship and donation is entirely voluntarily, and in no way entitles the contributor to ownership, position within the Organization, or administrative privileges.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE V - Charitable Support**

**Section 1.** As an organization created to support the community and its people, WWOB recognizes that needs arise out in the community from other charitable organizations and individuals.

**Section 2.** Through unanimous agreement of the Board of Directors, the Organization may offer support to a charity, group, or individual in need within the constraints of local, State, and Federal law as well as applicable tax code. Support may be through the gift of money, sponsorship of an event, a benefit production, or other similarly accepted acts of charitable support.

**Section 3.** Any charitable donation or gift will be documented with the Company's financial records and reported to all applicable agencies (IRS, NM Attorney General's Office, etc.). All financial records will be kept by the Managing Director and made available to anyone within the requirements of law.

**Section 4.** WWOB, its Board Members, Staff, and any other personnel assume no responsibility for the use of funds by another organization, group, or individual once a charitable donation or gift is given.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE VI - Board of Directors**

**Section 1.** The affairs of the corporation shall be directed by a Board of Directors consisting of seven (7) duly-elected members and any Legacy Members. While not in direct control of the Organization's operations, the Board shall provide oversight to the Organization and its Executive Officers, ensuring that the Organization's Mission and Purpose are fulfilled.

**Section 2.** The initial Board of Directors will be appointed in accordance with the Articles of Incorporation, filed with the Office of the Secretary of State of New Mexico.

**Section 3.** Members of the Board of Directors must be 18 years of age or older and a citizen of the United States. Individuals may serve as both Board Members and as Executive Officers within the Organization. Board Members are not required to live within a certain geographical area, as long as a good faith effort is made to attend all meetings, as set forth by Article VIII, Section 8 of the Bylaws.

**Section 4.** Appointment to the Board of Directors shall be permanent until such time that a Board Member resigns or is removed through process of law or amendment to the Bylaws.

**Section 5.** Members of the Board of Directors shall adhere to a Code of Ethics as stated in Appendix C of the Bylaws while serving on the Board of Directors.

**Section 6.** Members of the Board of Directors shall be removed from service to the Organization if action of the Member was in direct violation of the Mission and Purpose of the Organization and/or Code of Ethics. Members are removed only after unanimous agreement from the remaining members of the Board of Directors.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE VI - Board of Directors (continued)**

**Section 7.** Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors from individuals nominated by the Chair. Individuals so elected shall serve the unexpired portion of the term.



# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE VII - Legacy Members**

**Section 1.** Current or former Board Members who have made a significant contribution to the founding of, and/or showed continued dedication to, the Company and its Mission, may be given, through nomination and unanimous agreement of the current Board, status as a Legacy Member of the Board of Directors. Current Board Members assume Legacy status immediately upon approval.

**Section 2.** Board Members may not nominate or vote for themselves to be given Legacy status.

**Section 3.** Legacy membership to the Board of Directors is permanent until such time that the Legacy Member resigns, or is removed by act of law or by amendment to the Bylaws. Legacy Members have one (1) vote in all elections that come before the Board.

**Section 4.** Legacy Members may serve as Officers if nominated and elected in accordance with Article IX, Section 1 of the Bylaws.

**Section 5.** Legacy Members are not required to attend meetings of the Board of Directors, and do not satisfy quorum requirements of board meetings as required by Article VIII, Section 7 of the Bylaws.

**Section 6.** Legacy Members may not fill vacancies of any elected Members of the Board of Directors. Such vacancies must be filled in accordance with Article VI, Section 7 of the Bylaws.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE VIII - Meetings of the Board of Directors**

**Section 1.** All meetings of the Board of Directors shall be conducted in accordance with the format and procedures of the most current published edition of Robert's Rules of Order.

**Section 2.** The Board of Directors shall meet once annually, known as the Annual Meeting, for the purposes of electing Board Members and Officers as necessary, receiving a report from the Artistic Director regarding past and upcoming shows and projects, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall take place after January 1st, at the earliest date that the Board of Directors, upon a majority vote, shall find to be convenient.

**Section 3.** The meetings of the Board of Directors shall be held in Roswell, NM, or at such other place as the Board of Directors, upon a majority vote, shall find to be convenient. All meetings shall be done in a closed-session manner unless open-session is approved by a majority vote of the Board of Directors. Minutes will be taken at every Board Meeting by the Managing Director, or his or her designee, and made available for anyone to review at any reasonable time.

**Section 4.** Notice of meetings shall be given by phone, text message, email, social media, or in person as the need dictates.

**Section 5.** A quorum consisting of a majority of the duly-elected Board of Directors, the Artistic Director, and the Managing Director is necessary for the transaction of any business which comes before the Board at any meeting. All meetings must have either the current Chair or Vice-Chair present to preside over the meeting.

**Section 6.** Any Member of the Board of Directors who misses more than two meetings in a row, without good cause shown, shall be removed from the Board of Directors. Meetings by telephone conference call, virtual meeting, or another similar medium are permitted.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE IX - Board Officers**

**Section 1.** The Officers of the Board of Directors shall be Chair and Vice-Chair. The Officers shall be nominated and elected by the Board of Directors from among the current Board Members. Officers shall serve for one full year after appointment.

**Section 2.** The Chair shall preside at all meetings of the Board and exercise power explicitly granted to him or her as defined by these Bylaws.

**Section 3.** The Vice-Chair shall act as Chair in the absence or disability of the Chair.

**Section 4.** Any Member of the Board of Directors who does not wish to serve as an Officer may abstain from any such appointment, so long as all Officer positions have been appointed. Vacancies in Officer positions shall be filled by a majority vote of the Board Members. Individuals so elected shall serve the unexpired portion of the term.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE X - Nominations, Elections and Voting**

**Section 1.** At the Annual Meeting, Board Members may nominate one individual for appointment to the Board in order to fill any vacancies. Board Members may choose to abstain from nominating an individual, but must vote. There is no requirement that more than one person be nominated for each vacant seat. Newly appointed Board Members will assume their position immediately following the election.

**Section 2.** After all new appointments to the Board have been made through election during the Annual Meeting, the current Board will nominate and vote for Officers from among the current Board of Directors.

**Section 3.** Each Board Member shall have one vote in all elections, including appointments of Board Members and Officers. The Artistic Director and Managing Director positions do not receive a vote in elections brought before the Board, however individuals serving as both Board Members and Executive Officers receive one vote as a Board Member. All elections shall be decided by two-thirds majority vote unless otherwise specified by the Board of Directors, or through requirements set forth by the Bylaws.

**Section 4.** In the event of a tied vote, the Chair's vote shall be the tie-breaking vote. The Vice-Chair's vote shall be the tie-breaking vote if the Chair is not present.

**Section 5.** All voting by the Board of Directors shall be in person or by phone/teleconference. Proxies are not permitted.

**Section 6.** All business brought before the Board of Directors requiring a vote shall be adopted by two-thirds majority vote of Board Members present unless otherwise specified through requirements set forth by the Bylaws.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XI - Committees**

**Section 1.** The Chair shall have the authority to appoint committees consisting of current Board Members for whatever such purpose deemed necessary. The Chair may name specific Members to serve on a committee, or may name a Committee Chair who can then appoint other Committee Members.

**Section 2.** All Committees shall be chaired by one Member who will preside over all meetings of the Committee and report back to the Board of Directors. All appointments to Committees are permanent until such time that a Member resigns or is removed through process of law or amendment to the Bylaws.

**Section 3.** Committees shall be indefinite unless a specific term of service is defined by the Chair. Committees shall be reappointed, as necessary, every year at the Annual Meeting.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XII - Policies**

**Section 1.** The Artistic Director or Managing Director shall have the authority to create and carry out any policy that he or she deems necessary for the efficient running of the Company and its productions or activities.

**Section 2.** No policy shall be created that contradicts Federal or state law, or any provision within the Bylaws. In any case of dispute between policy and the Bylaws, the latter shall have precedence.

**Section 3.** A Policy Handbook shall be created in order to publish all Company Policies, and be made available to all persons involved in Company performances and activities. The Handbook shall be updated as policies are created or dissolved.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XIII - Indemnification**

**Section 1.** Each person who, as an officer or director of the Corporation, is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that he or she is or was a director or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by New Mexico law as the same exists or may hereafter be amended, against all expense, liability and loss, including but not limited to attorney's fees, judgments, fines, taxes or penalties, or amounts paid in settlement reasonably incurred or suffered by such indemnities in connection therewith, and such indemnification shall continue as to indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's estate, heirs and personal representatives.

**Section 2.** No person serving as a director or officer shall be indemnified by the Corporation in any instance in which he or she shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of law or from or on account of any transaction with respect to which it was determined that such director or officer personally received a benefit in money, property or services to which the director or officer was not legally entitled.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XIV - Administrative and Financial Provisions**

**Section 1.** The Corporation shall operate on a fiscal year beginning January 1st and ending December 31st.

**Section 2.** The Managing Director shall serve as the Treasurer/Chief Financial Officer and Registered Agent of the Corporation, and shall be responsible for managing the Organization's financial interests. The Managing Director will also be responsible for compliance with all corporate, financial, and tax reporting as required by law.

**Section 3.** The Corporation shall keep complete records of accounts and minutes of all meetings of the Board of Directors. The minutes of all meetings shall be available for inspection by anyone at any reasonable time.

**Section 4.** No loans shall be made by the Corporation to any Director or Officer of the Corporation. No part of the net earnings of the organization shall inure to the benefit of its directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to the Company, specifically those made by the Artistic or Managing Directors, and to make payments and distributions in furtherance of the express purposes of the organization.



# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XV - Artistic Director**

**Section 1.** The initial Board of Directors, through majority vote, shall appoint a person to serve as Artistic Director of the Company. This appointment shall be permanent until such time that the current Artistic Director resigns or is removed through process of law or amendment to the Bylaws.

**Section 2.** The Artistic Director shall act as the Chief Executive Officer of the Organization, and shall have all the responsibility and authority normally associated with such position. The Artistic Director shall be classified as an Executive Officer of the Organization.

**Section 3.** While all entities within the Company are under the ultimate authority of the Board of Directors, the Artistic Director shall act independently of the Board, and shall be responsible for the operation of the Company's artistic interests on a day-to-day basis. The Artistic Director shall deliver a report of the Company's artistic interests to the Board at all meetings.

**Section 4.** The Artistic Director shall provide artistic vision and direction to the Company, in accordance with the Company's Mission and Purpose, including but not limited to selection of material (shows), appointment of production staff, and overall supervision of the Company's productions and projects.

**Section 5.** The Artistic Director may be compensated for service to the Company, when such time as the Company's financial status can support such expense. Compensation shall be determined by majority vote of the Board of Directors.

**Section 6.** Vacancy of the Artistic Director position shall be filled in the same manner as defined in Article XV, Section 1 of the Bylaws.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XVI - Managing Director**

**Section 1.** The initial Board of Directors, through majority vote, shall appoint a person to serve as Managing Director of the Company. This appointment shall be permanent until such time that the current Managing Director resigns or is removed through process of law or amendment to the Bylaws.

**Section 2.** The Managing Director shall act as the Treasurer/Chief Financial Officer of the Organization, and shall have all the power and authority normally associated with such position, specifically those responsibilities listed in Article XIV, Section 2 of the Bylaws. The Managing Director shall be classified as an Executive Officer of the Organization.

**Section 3.** The Managing Director shall act under the supervision of the Artistic Director, and shall be responsible for the operation of the Company's business interests on a day-to-day basis. The Managing Director shall deliver a report of the Company's business interests at the request of the Board or Artistic Director.

**Section 4.** The Managing Director shall provide business-related support as required or requested by the Artistic Director, in accordance with the Company's Mission and Purpose, through obtaining licensing for material, providing assistance to the production staff, and any other purpose deemed necessary by the Artistic Director.

**Section 5.** The Managing Director may be compensated for service to the Company, when such time as the Company's financial status can support such expense. Compensation shall be determined by majority vote of the Board of Directors.

**Section 6.** Vacancy of the Managing Director position shall be filled in the same manner as defined in Article XVI, Section 1 of the Bylaws.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XVII - Adoption of the Bylaws**

**Section 1.** The Bylaws shall be adopted, after reasonable consideration, by a unanimous vote of the Board of Directors.

**Section 2.** Correction of spelling or grammatical errors found within the Bylaws shall not require re-adoption of the Bylaws, as long as the original meaning or definition within are not altered. A record of all amendments, corrections and alterations in such manner shall be kept by the Secretary and attached to the Bylaws as an Appendix.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XVIII - Amendment of the Bylaws**

**Section 1.** These Bylaws may be amended by a vote of at least two-thirds of the Members of the Board of Directors, including Legacy Members, at any meeting of the Board of Directors where the proposed amendment was included in the notice of the meeting.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XIX - Limitation of the Bylaws and Executive Authority of the Chair**

**Section 1.** While these Bylaws serve as a foundation for all activities of the Company, and reasonable effort has been extended to assuring that direction and clarification for most situations has been addressed within, the Board understands that no set of rules can anticipate every possible situation that an Organization like Way Way Off-Broadway Theatre Company encounters while conducting business.

**Section 2.** In the event that a situation exists where clear instruction or direction from the Bylaws does not exist as described in Article XIX, Section 1, the current Chair shall have final Executive Authority in determining the most appropriate course of action in accordance with the Company's Mission and Purpose, as he or she believes.

**Section 3.** In the event that the Chair must exercise his or her Executive Authority for any reason, the Secretary shall record the circumstances and actions taken and attach such record to the Bylaws as an Appendix that shall be made available for anyone to review at any reasonable time.

**Section 4.** In the event that the Chair must exercise his or her Executive Authority for any reason, a meeting of the Board of Directors shall be called at the earliest possible convenience of all Members, for the purposes of amending the Bylaws so that clear instruction and direction are provided to address any similar future situations.

# **Way Way Off-Broadway Theatre Company**

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## **ARTICLE XX - Dissolution**

**Section 1.** Way Way Off-Broadway Theatre Company may be dissolved by unanimous vote of all members of the Board of Directors, including Legacy Members, and Artistic Director, or by any process of law, or in accordance with the Articles of Incorporation.

**Section 2.** In the event that the Board of Directors and Artistic Director determines for any reason to dissolve the Corporation, any residual assets, after provision for paying all obligations, shall be transferred to a 501(c)(3) organization or a similar or successor organization.

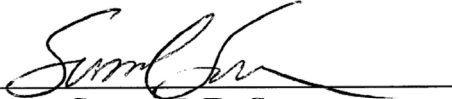
# **Way Way Off-Broadway Theatre Company**

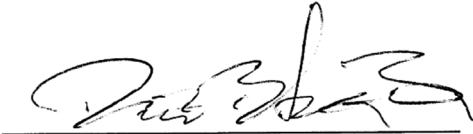
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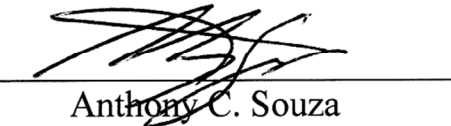
**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned,  
Members of the Board of Directors of the Corporation known as

## **Way Way Off-Broadway Theatre Company**

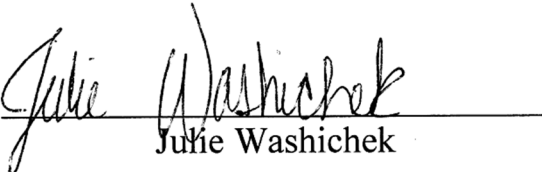
does certify that the above and foregoing Bylaws were duly  
adopted by the Directors of the Corporation on the 23<sup>rd</sup> day of the  
month of July in the year Two Thousand Fourteen, and that they now  
constitute the Bylaws of the Corporation.

  
Summer D. Souza

  
Dominic Batista

  
Anthony C. Souza

  
Eric Johnston-Ortiz

  
Julie Washichek

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT I - Music Director**

**Section 1.** The Board of Directors, through majority vote, shall appoint a person to serve as Music Director of the Company. This appointment shall be permanent until such time that the current Music Director resigns or is removed through process of law or amendment to the Bylaws.

**Section 2.** The Music Director shall act under the supervision of the Artistic Director, and shall be responsible for the coordination and support of the company's music-related productions and projects. The Music Director shall be classified as an Executive Officer of the Organization.

**Section 3.** The Music Director shall provide coordination and support as required or requested by the Artistic Director, in accordance with the Company's Mission and Purpose, through obtaining licensing for material, assigning production musical direction assignments as needed, coordinating and scheduling musicians, providing recommendations and assistance to the production staff, and any other purpose deemed necessary by the Artistic Director.

**Section 4.** The Music Director may be compensated for service to the Company, when such time as the Company's financial status can support such expense. Compensation shall be determined by majority vote of the Board of Directors.

**Section 5.** Vacancy of the Music Director position shall be filled in the same manner as defined in Amendment I, Section 1 of the Bylaws.



# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT I - Music Director (continued)**

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**Unanimously approved and adopted by the Board of Directors, in accordance with Article XVIII, Section 1 of the Bylaws.**

**Dated: July 28, 2015**

**Attest:** \_\_\_\_\_

  
**Anthony C. Souza, Secretary**

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT II – Code of Ethics of the Board of Directors**

**Section 1.** By act of this Amendment, the following statement shall be amended to Article VI of the bylaws as Section 5 and shall be read in its entirety as:

“Members of the Board of Directors shall adhere to a Code of Ethics as stated in Appendix C of the Bylaws while serving on the Board of Directors.”

All following Sections shall be renumbered accordingly.

**Section 2.** By act of this Amendment, Article VI, Section 6 shall be amended and shall be read in its entirety as:

“Members of the Board of Directors shall be removed from service to the Organization if action of the Member was in direct violation of the Mission and Purpose of the Organization and/or Code of Ethics. Members are removed only after unanimous agreement from the remaining members of the Board of Directors.”

**Section 3.** A Code of Ethics of the Board of Directors shall be drafted and approved by the current Board of Directors and placed in the Bylaws under Appendix C.

**Unanimously approved and adopted by the Board of Directors, in accordance with Article XVIII, Section 1 of the Bylaws.**

**Dated: May 2, 2016**

**Attest:** \_\_\_\_\_

  
**Anthony C. Souza, Secretary**

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT III - Education Director**

**Section 1.** The Board of Directors, through majority vote, shall appoint a person to serve as Education Director of the Company. This appointment shall be permanent until such time that the current Education Director resigns or is removed through process of law or amendment to the Bylaws.

**Section 2.** The Education Director shall act under the supervision of the Artistic Director, and shall be responsible for the coordination and support of the company's education-related productions and projects. The Education Director shall be classified as an Executive Officer of the Organization.

**Section 3.** The Education Director shall provide coordination and support as required or requested by the Artistic Director through the supervision and coordination of all the Company's educational programs in keeping with the Company's educational mission of enhancing the skill set of performers and developing professional traits that serve in all areas of life.

**Section 4.** The Education Director may be compensated for service to the Company, when such time as the Company's financial status can support such expense. Compensation shall be determined by majority vote of the Board of Directors.

**Section 5.** Vacancy of the Education Director position shall be filled in the same manner as defined in Amendment III, Section 1 of the Bylaws.

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT III - Education Director (continued)**

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**Unanimously approved and adopted by the Board of Directors, in accordance with Article XVIII, Section 1 of the Bylaws.**

**Dated: November 7, 2016**

**Attest:** \_\_\_\_\_

  
**Anthony C. Souza, Secretary**

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT IV – Board of Directors and Officers**

**Section 1.** By act of this Amendment, Article VI, Section 1 shall be amended and shall be read in its entirety as:

“The affairs of the corporation shall be directed by a Board of Directors consisting of seven (7) duly-elected members and any Legacy Members.”

**Section 2.** By act of this Amendment, Article VI, Section 4 shall be amended and shall be read in its entirety as:

“All Members of the Board of Directors shall be elected for three-year terms except for the initial Board of Directors established by Amendment IV of the Bylaws, who shall serve staggered terms as determined by unanimous vote of the current Board of Directors. In this manner, there will be at least two appointments to the Board of Directors every year.”

**Section 3.** By act of this Amendment, Article IX, Section 1 shall be amended and shall be read in its entirety as:

“The officers of the Board of Directors shall be President, Vice President, Secretary, Treasurer, Community Liaison, Business Liaison, and Member-At-Large. The officers shall be nominated and elected by the Board of Directors from among the current Board Members. The Offices of Secretary and Treasurer may be held by the same person. Officers shall serve for one full year after appointment.”

**Section 4.** By act of this Amendment, the following statement shall be amended to Article IX of the bylaws as Section 7 and shall be read in its entirety as:

“The Business Liaison shall be responsible for working with businesses and organizations who support the Company through donation, sponsorship and advertising, and will seek to establish new partnerships with businesses in the community.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT IV - Board of Directors and Officers (continued)**

All following Sections shall be renumbered accordingly.

**Section 5.** By act of this Amendment, the following statement shall be amended to Article XI of the bylaws as Section 8 and shall be read in its entirety as:

“The Member-At-Large shall be available to act in any position where a vacancy exists, temporary or permanent, until such time that the vacancy can be filled, except that of President.”

All following Sections shall be renumbered accordingly.

**Section 6.** By act of this Amendment, the following statement shall be amended to Article X of the bylaws as Section 6 and shall be read in its entirety as:

“All business brought before the Board of Directors requiring a vote shall be adopted with a two-thirds majority vote of Board Members present unless otherwise specified through requirements set forth by the Bylaws.”

**Unanimously approved and adopted by the Board of Directors, in accordance with Article XVIII, Section 1 of the Bylaws.**

**Dated: April 16, 2018**

**Attest:** \_\_\_\_\_

  
**Anthony C. Souza, Secretary**

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws**

**Section 1.** By act of this Amendment, the Mission and Purpose shall be amended in Article II and shall be read in its entirety as:

“Entertaining, educating and enriching our community through theatrical experiences and creating a theatre family that is focused on people.”

**Section 2.** By act of this Amendment, Objectives that support the Mission shall be amended in Article II as follows:

Adding a second objective that reads as follows:

“To create an environment that welcomes all people.”

Removing the third and fourth objectives.

**Section 3.** By act of this Amendment, Article V, Section 3 shall be amended to replace “Treasurer” with “Managing Director” as responsible for maintaining financial records.

Additionally, Article V, Section 4 shall be amended to replace “Directors” with “Board Members” and “Officers” with “Executive Officers”.

**Section 4.** By act of this Amendment, Article VI, Section 1 shall be amended to read in its entirety as follows:

“The affairs of the corporation shall be directed by a Board of Directors consisting of seven (7) duly-elected members and any Legacy Members. While not in direct control of the Organization’s operations, the Board shall provide oversight to the Organization and its Executive Officers, ensuring that the Organization’s Mission and Purpose are fulfilled.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 5.** By act of this Amendment, Article VI, Section 3 shall be amended to read in its entirety as follows:

“Members of the Board of Directors must be 18 years of age or older and a citizen of the United States. Individuals may serve as both Board Members and as Executive Officers within the Organization. Board Members are not required to live within a certain geographical area, as long as a good faith effort is made to attend all meetings, as set forth by Article VIII, Section 8 of the Bylaws.”

**Section 6.** By act of this Amendment, Article VI, Section 4 shall be amended to read in its entirety as follows:

“Appointment to the Board of Directors shall be permanent until such time that a Board Member resigns or is removed through process of law or amendment to the Bylaws.”

**Section 7.** By act of this Amendment, Article VII, Section 1 shall be amended and shall be read in its entirety as follows:

“Current or former Board Members who have made a significant contribution to the founding of, and/or showed continued dedication to, the Company and its Mission, may be given, through nomination and unanimous agreement of the current Board, status as a Legacy Member of the Board of Directors. Current Board Members assume Legacy status immediately upon approval.”



# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 8.** By act of this Amendment, Article VIII, Section 2 shall be amended and shall be read in its entirety as follows:

“The Board of Directors shall meet once annually, known as the Annual Meeting, for the purposes of electing Board Members and Officers as necessary, receiving a report from the Artistic Director regarding past and upcoming shows and projects, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall take place after January 1st, at the earliest date that the Board of Directors, upon a majority vote, shall find to be convenient.”

**Section 9.** By Act of this Amendment, Sections 3 and 4 shall be removed from Article VIII.

All following Sections shall be renumbered accordingly.

**Section 10.** By act of this Amendment, Article VIII, Section 5 shall be amended and shall be read in its entirety as follows:

“The meetings of the Board of Directors shall be held in Roswell, NM, or at such other place as the Board of Directors, upon a majority vote, shall find to be convenient. All meetings shall be done in a closed-session manner unless open-session is approved by a majority vote of the Board of Directors. Minutes will be taken at every Board Meeting by the Managing Director, or his or her designee, and made available for anyone to review at any reasonable time.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 11.** By act of this Amendment, Article VIII, Section 7 shall be amended and shall be read in its entirety as follows:

“A quorum consisting of a majority of the duly-elected Board of Directors, the Artistic Director, and the Managing Director is necessary for the transaction of any business which comes before the Board at any meeting. All meetings must have either the current Chair or Vice-Chair present to preside over the meeting.”

**Section 12.** By act of this Amendment, Article IX, Section 1 shall be amended and shall be read in its entirety as follows:

“The officers of the Board of Directors shall be Chair and Vice-Chair. The officers shall be nominated and elected by the Board of Directors from among the current Board Members.”

All instances and references to “President” shall be changed to “Chair” throughout the Bylaws.

All instances and references to “Vice-President” shall be changed to “Vice-Chair” throughout the bylaws.

**Section 13.** By act of this Amendment, Sections 4, 5, 6, 7, and 8 shall be removed.

All following Sections shall be renumbered accordingly.

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 14.** By act of this Amendment, Article IX, Section 9 shall be amended and shall be read in its entirety as follows:

“Any Member of the Board of Directors who does not wish to serve as an Officer may abstain from any such appointment, so long as all Officer positions have been appointed. Vacancies in Officer positions shall be filled by a majority vote of the Board Members. Individuals so elected shall serve the unexpired portion of the term.”

**Section 15.** By act of this Amendment, Article X, Section 1 shall be amended and shall be read in its entirety as follows:

“At the Annual Meeting, Board Members may nominate one individual for appointment to the Board in order to fill any vacancies. Board Members may choose to abstain from nominating an individual, but must vote. There is no requirement that more than one person be nominated for each vacant seat. Newly appointed Board Members will assume their position immediately following the election.”

**Section 16.** By act of this Amendment, Article X, Section 3 shall be amended and shall be read in its entirety as follows:

“Each Board Member shall have one vote in all elections, including appointments of Board Members and Officers. The Artistic Director and Managing Director positions do not receive a vote in elections brought before the Board, however individuals serving as both Board Members and Executive Officers receive one vote as a Board Member. All elections shall be decided by two-thirds majority vote unless otherwise specified by the Board of Directors, or through requirements set forth by the Bylaws.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 17.** By act of this Amendment, Article XI, Section 2 shall be amended and shall be read in its entirety as follows:

“All Committees shall be chaired by one Member who will preside over all meetings of the Committee and report back to the Board of Directors. All appointments to Committees are permanent until such time that a Member resigns or is removed through process of law or amendment to the Bylaws.”

**Section 18.** By act of this Amendment, the following shall be added to Article XIV as Section 2, and shall be read in its entirety as follows:

“The Managing Director shall serve as the Treasurer/Chief Financial Officer and Registered Agent of the Corporation, and shall be responsible for managing the Organization’s financial interests. The Managing Director will also be responsible for compliance with all corporate, financial, and tax reporting as required by law.”

All following Sections shall be renumbered accordingly.

**Section 19.** By act of this Amendment, Article XV, Section 2 shall be amended and shall be read in its entirety as follows:

“The Artistic Director shall act as the Chief Executive Officer of the Organization, and shall have all the responsibility and authority normally associated with such position. The Artistic Director shall be classified as an Executive Officer of the Organization.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 20.** By act of this Amendment, the following shall be added to Article XIV as Section 2, and shall be read in its entirety as follows:

“The Managing Director shall act as the Treasurer/Chief Financial Officer of the Organization, and shall have all the power and authority normally associated with such position, specifically those responsibilities list in Article XIV, Section 2 of the Bylaws. The Managing Director shall be classified as an Executive Officer of the Organization.”

All following Sections shall be renumbered accordingly.

**Section 21.** By act of this Amendment, Article XIV, Section 3 shall be amended and shall be read in its entirety as follows:

“The Managing Director shall act under the supervision of the Artistic Director, and shall be responsible for the operation of the Company's business interests on a day-to-day basis. The Managing Director shall deliver a report of the Company's business interests at the request of the Board or Artistic Director.”

**Section 22.** By act of this Amendment, Amendment I, Section 2 shall be amended and shall be read in its entirety as follows:

“The Music Director shall act under the supervision of the Artistic Director, and shall be responsible for the coordination and support of the company's music-related productions and projects. The Music Director shall be classified as an Executive Officer of the Organization.”

# **Way Way Off-Broadway Theatre Company**

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## **AMENDMENT V – Updates and Revisions to the Bylaws (continued)**

**Section 23.** By act of this Amendment, Amendment III, Section 2 shall be amended and shall be read in its entirety as follows:

“The Education Director shall act under the supervision of the Artistic Director, and shall be responsible for the coordination and support of the company's education-related productions and projects. The Education Director shall be classified as an Executive Officer of the Organization.”

**Unanimously approved and adopted by the Board of Directors, in accordance with Article XVIII, Section 1 of the Bylaws.**

**Dated: January 22, 2024**

**Attest:**   
\_\_\_\_\_  
**Summer D. Souza, Chair**

# **Way Way Off-Broadway Theatre Company**

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## **Appendix A - Record of Amendments and Alterations to the Bylaws**

**July 23, 2014** - Original bylaws adopted.

**July 28, 2015** - Amendment I - Music Director adopted.

**May 2, 2016** - Amendment II - Code of Ethics of the Board of Directors adopted.

**November 7, 2016** - Amendment III - Education Director adopted.

**April 16, 2018** - Amendment IV - Board of Directors and Officers adopted.

**January 22, 2024** – Amendment V – Updates and Revisions to the Bylaws adopted.

# **Way Way Off-Broadway Theatre Company**

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## **Appendix B - Current Corporate Personnel**

### **Board of Directors and Officers**

Summer Souza - Chair

Julie Washichek

Devon Bullock

Anthony C. Souza – Vice-Chair

Kyle Bullock

Brian Cole

Phil Davis

**Artistic Director** - Summer Souza

**Managing Director** - Anthony C. Souza

**Music Director** - Devon Bullock

**Education Director** - Cydni Vandiver



# **Way Way Off-Broadway Theatre Company**

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## **Appendix C – Code of Ethics of the Board of Directors & Staff**

Way Way Off-Broadway Theatre Company believes very strongly that professional and ethical conduct is a cornerstone of any successful organization, and no members of the Organization must uphold that value higher than a Member of the Board of Directors or WWOB Staff Member. The WWOB Board of Directors has adopted the following Code of Ethics that all Board Members and Staff Members agree to adhere to during their service to the Organization.

### 1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her service with Way Way Off-Broadway Theatre Company, in accordance with the Bylaws. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- A.) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of WWOB and the Board Member's personal interests, the Board Member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- B.) Any conflicts of interest on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action.

# **Way Way Off-Broadway Theatre Company**

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- C.) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- D.) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

## 2. Prohibition Against Sexual Harassment

Way Way Off-Broadway Theatre Company strives to maintain a workplace that is free from illegal discrimination and harassment in all its forms. Any Board or Staff Member who engages in discriminatory or harassing conduct towards another is subject to removal from the Organization. Complaints alleging misconduct on the part of any Member of WWOB will be investigated promptly and as confidentially as possible in accordance with WWOB Policy 2015-01 – Discrimination and Harassment Policy.

## 3. Confidentiality

Board and Staff Members are reminded that confidential financial, personnel and other matters concerning the Organization, donors, staff or clients/consumers may be included in Board materials or discussed from time to time in staff meetings. Board and Staff Members should not disclose such confidential information to anyone.

# **Way Way Off-Broadway Theatre Company**

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## 4. Active Participation

Members of the Board and Staff are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all provided background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board Members and Staff, and leaving personal prejudices out of all discussions, as well as supporting actions of the Organization even when the Member personally did not support the action taken.
- Putting the interests of the Organization above personal interests.
- Representing the Organization in a positive and supportive manner at all times and in all places, including social media.
- Maintaining positive relationships with outside organizations, including, but not limited to, sponsors, advertisers, and collaborators. Additionally, if a Board or Staff Member has concerns over involvement with an outside organization that would be harmful to the Organization, such concerns should be shared openly in Board or Staff Meetings.
- Showing respect and courteous conduct in all Board meetings and Organization events.

# **Way Way Off-Broadway Theatre Company**

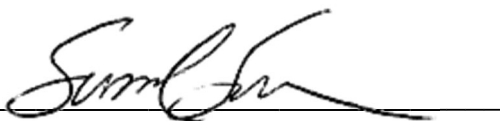
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- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with organizational policy.
- Observing established lines of communication and directing requests for information or assistance to the Board Chair.

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned,  
Members of the Board of Directors of the corporation known as

## **Way Way Off-Broadway Theatre Company**

in recognition of the important responsibility inherent in serving as a Member of the Board of Directors, hereby adopt this Code of Ethics, and pledge to carry out in a trustworthy and diligent manner, the duties and obligations associated with such title and abide by its standards. Failure to abide by this Code of Ethics may result in removal as a Board Member, in accordance with Article VI, Section 6 of the Bylaws.



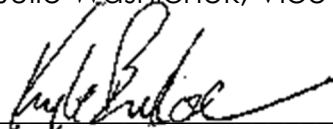
Summer Souza, President



Julie Washichek, Vice President



Anthony Souza, Secretary/Treasurer



Kyle Bullock, Community Liaison