

**Bylaws, Policies & Procedures of
Equinox Theatre Company
Updated 1/28/22**

Article I - Name

The name of this organization shall be Equinox Theatre Company.

Article II – Purpose

Equinox Theatre Company was founded by five active members of the Denver Theatre Community. Equinox Theatre Company is a public operating foundation. The organization’s mission is to show the lesser-known side of theatre, to support, educate, and nurture new talent, and to prove there is a different way to present theatre to everyone. Equinox Theatre company is about change.

Article III - Membership

Equinox Theatre Company is a non-membership Organization and shall not have any members.

Article IV – Officers/Board of Directors There shall be **5** members of the Board. All decisions and duties will be determined with a majority vote. Vacancies on the Board will be filled as the situation arises. The Board shall be run as a collaboration and no one member will have higher voting power over the other. Any officers within the Board will be appointed as necessity dictates.

Article V - Meetings of the Board

Section 1. The Annual Status Meeting of the Board of Directors shall be held during the month of June at such time and place established by the Board of Directors. The annual meeting shall be a state-of-the-company meeting to evaluate the past year, to discuss the status of the year’s budget, as well as begin the process of creating/evaluating the upcoming year’s programming.

Section 2. The Board shall have additional quarterly meetings (every 3 months) to discuss topics as they arise, including, but not limited to: production budgets/final numbers/production updates, fundraising events, important and upcoming dates of note.

Section 3. Ad hoc Board meetings outside of regularly scheduled meetings as noted above will be called as necessary.

Article VI - Board of Directors

Section 1. The affairs of the company shall be directed by a Board of Directors consisting of four or more (5, See article IV) members and may include past or current production staff of Equinox. Selection of a Potential Board Member must be nominated by an existing Board Member. Once a Potential Board Member is notified of nomination, an in-person interview with the current Board will be scheduled at a quarterly or special meeting that will include all Board Members to discuss the nomination and credentials. Approval of the person to join the Board must be passed by a unanimous vote and noted within meeting minutes.

All members of the Board of Directors must have worked within the theatre community in Denver, Colorado within the past 12 months and worked as a production member of an Equinox production for at least 2 shows. If a Board member is not a member of the theatre community, they must have a set role within the Board including, but not limited to: marketing, fundraising, education or business development, and/or must have been a season ticket holder for at least 2 recent seasons to demonstrate their commitment to Equinox Theatre Company..

Section 2. All nominations, elections, and voting to add members to the Board by the Directors shall be in person. Proxies are not permitted. A Board member may not abstain from voting in said procedure. Failure of Board members to appear at agreed-upon voting date will result in the meeting being rescheduled.

Section 3. Any topics, issues, or ideas brought up at meetings of the Board shall be kept confidential unless otherwise stated during the meeting. During all meetings, minutes must be kept of topics discussed for record and any decisions made that affect the company.

Section 4. Emeritus Members of the Board – People who have been past members of the Equinox Board. They are permitted at agreed-upon quarterly meetings and may voice opinions concerning Equinox happenings, but hold no voting power and are not to be present during voting. Emeritus Members are permitted based on individual interest and with majority approval of the existing Board.

Section 5. Conflicts of Interest. Members of the Board must disclose any relevant relationship or conflict of interest, past or present, when discussing financial, artistic or company decisions that affect Equinox.

Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Company

to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article VII – Behavior of Actors, Directors, Crew, and Staff

Section 1. Equinox Theatre Company is a Professional Company and as such actors, Directors, crew, musicians, or production staff contracted by the company should not engage in consumption of alcohol or drugs while at the facility in use for Equinox shows or rehearsals for an Equinox production. Likewise, showing up to a show or rehearsal under the influence of any behavior modifying substance shall not be permitted. If a person is found to be under the influence, they will be immediately excused and an alternate/understudy used for the rehearsal or performance. If a similar incident occurs more than twice within a production, they will be immediately released from said production. Please refer to Section 5 for pay policy.

Section 2. No member of the Board or person of power within a production may enter into a personal relationship with a contracted actor, crew member, or staff member during a production for the duration of rehearsal and performance of the contracted show. If a personal relationship exists before a production, that information must be disclosed to the Board and the Director of the production.

Section 3. Zero-Tolerance Policy. Harassment of any kind, including but not limited to sexual, verbal or written, as well as Discrimination based on age, sex, gender identification, race, sexual orientation, religion, political beliefs, or disability by any member of a production (cast, crew, production management or Equinox Board) will not be tolerated. If an incident occurs within the timeline of their contract for a production and/or while on the premises of rehearsals and performances, see section 5.

All Equinox Board members, Directors and Music Directors, Choreographers, and Stage Managers, if applicable, will be required to take sexual harassment and discrimination training. Equinox pays for this training.

Section 4. For all Equinox productions, a Board member not involved with the production (crew, stage manager, Director, designer) will act as a partner with a current cast member (elected by the cast after the first week of rehearsal) to report any instances of harassment or discrimination for investigation to the Equinox Board. All instances will be immediately and confidentially investigated by the Equinox Board with no fear of retaliation. If Harassment and/or Discrimination is found to have occurred, it will result in immediate disciplinary action up to and including termination of the harasser (see section 5).

Section 5. Violation of these rules (Sections 1, 2, 3, 4) shall result in disciplinary action as determined by the Director of the involved production and the majority of the Board of

Directors, up to and including termination. In the event of termination, any promised stipend will be prorated to account for the time already given to the project, as per the individual's contract. If the involved party is a member of the Board of Directors, they are permitted to discuss the particulars of the event/incident at an agreed-upon Board meeting, but are not permitted to be involved or present at the time of the overview or vote for disciplinary action.

Article VIII - Indemnification

Section 1. Each person who, as an officer or Director of the Company, 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 Company, shall be indemnified and held harmless by the Company to the fullest extent authorized by Colorado law as the same exists or may hereafter be amended, against all expense, liability and loss, including but not limited to attorneys 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 indemnity who has ceased to be a Director or officer and shall inure to the benefit of the indemnities estate, heirs and personal representatives.

Section 2. No person serving as a Director or officer shall be indemnified by the Company 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.

Article IX - Administrative and Financial Provisions

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

Section 2. The Company 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 for any reason. A request must be made in writing to the Board. Meeting minutes must be provided to requestor within 10 working days.

Section 3. 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 and to make payments and distributions in furtherance of the express purposes of the organization

Section 4. No personal or company-sponsored debt shall be assumed for the purposes of any production or running the business of the corporation.

Article X - Amendment of these bylaws

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

Article XI - Dissolution

Section 1. In the event that the Board of Directors determines for any reason to dissolve the Company, any residual assets, after provision for paying all obligations, shall be transferred to a 501 (C)(3) organization such as a nearby theater company or a similar or successor organization.

Article XII – Status Amendment

Said organization is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned, Members of the Board of Directors of the Company known as "Equinox Theatre Company" do certify that the above and foregoing Bylaws were duly adopted on the twenty eighth day of the month of January in the year Two Thousand and Twenty Two, and that they now constitute the Bylaws of said Company.

Article XII hereby adopted by the Equinox Theatre Company as of 2/1/2010

Article VI, Sec. V Edited and Expanded by the Equinox Theatre Company as of 1/1/2021

Article VII Edited and Expanded by the Equinox Theatre Company as of 1/28/2022