

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: Improvisation Center of Boston. The corporation's registered office is located at: 40 Prospect St. Cambridge, MA 02139

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for arts and educational purposes.

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. *ImprovBoston is a professional nonprofit 501(c)(3) theater dedicated to the collaborative process of improvisation and the art of comedy. We provide affordable and accessible, high-quality entertainment and education to our community. We encourage our audiences, students, and artists to laugh, think, and feel in new and daring ways.*

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

1. The Board of Directors shall be comprised of a Chairperson, Treasurer, and Secretary, who shall make up the Executive Members, and Members at Large.

2. Board meetings will occur at least quarterly (four times per year) or more frequently as attend determined by the Board of Directors, and will be attended (in person or in some cases via conference call) by Executive Members, Members at Large and a quorum of a simple majority must be met to formally recognize the meeting as having taken place.

3. Voting will always take place with Executive Members and Members at Large. The Managing Director and Artistic Director are non-voting participants. Voting will generally take place at Board meetings but can be initiated ad hoc and facilitated via email. For any vote to pass a quorum must be met, which, for the purposes of voting, shall mean a simple majority of voting members.

4. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or director shall have any right, title, or interest in or to any property of the corporation.

5. Election of Executive Members, who shall be replaced by Members at Large, is carried out in an annual voting process by Members at Large. This shall take place by April 1 of each year or as reasonably determined by the Board Chairperson.

6. Members will be present at a minimum of three-quarters of all meetings each year.

7. All Board members will make an annual contribution within their means and when possible commit to assisting with fund drives.

8. The Board shall hire the Managing Director and the Artistic Director. The job description of the Managing Director shall include overseeing the operations of the theatre through both the physical and financial aspects of management; working with the Board and managing the Artistic Director to oversee the growth of the Theatre. The job description of the Artistic Director shall include setting the artistic vision, delivering the annual plan to Board for approval, and ensuring the quality, expansion, and innovation of all performances.

9. Changes to the bylaws are voted on by the board.

10. Minutes will be taken and stored by the Secretary.

11. Terms for Board Members shall last for three years, from July to June.

12. Board members shall be limited to serving three full terms during any given period of board membership.

13. New board members that fill a vacant board seat in the middle of a term may serve the remainder of that three year term, in addition to two full terms.

14. After serving three consecutive full terms, board members may not serve another term for at least three years.

15. Board members may serve a maximum of 10 full terms over any amount of time.

16. Terms for Executive Members shall last for one year from the date of their election.

17. Executive members shall be limited to serving two terms of any given executive role during any given period of board membership, *provided that*, between March 2020 and June 30, 2021, the maximum number of terms may be expanded to three.

18. During any period at which term limits are introduced or reintroduced, such limits will not be implemented retrospectively. In such circumstances, terms and term limits shall be implemented in a staggered fashion by grouping existing board members into cohorts with shared end dates for their terms and shared term limit years.

19. By a two-thirds majority vote of all Members in attendance at any regularly scheduled meeting, any Member of the Board may be removed from their position on the Board. Reasons

for removal shall include, but not be limited to, non-attendance at meetings, having irreconcilable conflicts of interest, and harming ImprovBoston or its reputation.

20. Members may resign from the Board at any time without a vote.

ARTICLE V COMMITTEES

1. The Board of Directors may create committees as it determines to be in the best interest of the organization.
2. The purpose of committees is to address ongoing strategic, oversight, and/or governance issues as identified by the Board.
3. The Board shall determine the duties, powers, and composition of such committees, except that there may not be delegated to such committees those powers which by law or these bylaws may not be delegated.
4. The chairperson and members of committees shall be appointed by the Chair and approved by a majority vote of the Board.
5. Committees must consist entirely of members of the Board of Directors.
6. Committees shall submit to the Board of Directors, at such meetings as the Board may determine, a report of the actions and recommendations of such committees.
7. The Board shall review its committees on an annual basis and may terminate any committee by a $\frac{2}{3}$ majority vote.

ARTICLE VI TASK FORCES

1. The Board of Directors may create task forces as it determines to be in the best interest of the organization.
2. The purpose of task forces is to accomplish a specific objective or special project as determined by the Board.
3. The Board shall determine the duties, powers, and composition of such task forces, except that there may not be delegated to such task forces those powers which by law or these bylaws may not be delegated.
4. The chairperson of task forces shall be nominated by the Chair of the Board and approved by a majority vote of the Board. The chairperson of task forces shall be a member of the Board of Directors.

5. Members of task forces may be nominated by the chairperson of the task force, and approved by a majority vote of the Board.
6. Task forces may include among their membership both members of the Board of Directors and individuals who are not members of the Board of Directors.
7. Task Forces shall submit to the Board of Directors, at such meetings as the Board may determine, a report of the actions and recommendations of such committees.
8. The Board shall set an end date for each task force and may extend the end date by a $\frac{2}{3}$ majority vote.
9. The Board may terminate any task force before its established end date by a $\frac{2}{3}$ majority vote.

**ARTICLE VII
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VIII
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal 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 IX
INCORPORATOR**

The incorporator(s) of this corporation is(are): Roy Doolittle

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or

knowingly misstated, she/he/they is/are subject to forced resignation of position.

_____ signature
date