BYLAWS OF
CAROLINA THEATRE OF DURHAM, INC.


ARTICLE I
NAME AND OFFICE LOCATION

Section 1. Name
The name of this organization is Carolina Theatre of Durham, Incorporated (hereinafter the Theatre) and these are the Bylaws of the Board of Trustees, (hereinafter Board).

Section 2. Location.
The principal and registered office of the Corporation shall be the Durham Auditorium/Carolina Theatre, 309 West Morgan Street, Durham, North Carolina 27701.

ARTICLE II
PURPOSE

Section 1. Purpose
The purpose of the Board is to preserve, maintain and operate the Durham Auditorium/Carolina Theatre in Durham, North Carolina, as an historic, artistic, educational, civic and enhanced cultural resource that will benefit the entire community through the presentation of film programming and live performance and through the use of the facility by community groups.

ARTICLE III
MEMBERSHIP

Section 1. Size
The Board shall consist of up to twenty-one (21), but not less than thirteen (13) member trustees: one (1) member shall be appointed by the Durham City Council and one (1) member shall be appointed by the Durham County Board of Commissioners. The remainder, up to (19), shall be elected by the Board. The President/CEO of the organization shall serve as non-voting ex officio member of the board.

Section 2. Terms

A. Board Appointments
The Engagement Committee shall present a slate of new board members to be approved by the Board of Trustees. New Board members may be appointed to the board at any time. Members shall be appointed for three (3) year terms. A Board Member appointed for a partial term of the fiscal year or filling a vacancy shall begin a full three (3)-year term on the following July 1 without needing to be reappointed by the Board.

B. Reappointment
Members may be reappointed to serve on the Board for an additional three year (3) term if re-
nominated by the Engagement Committee and re-elected by the Board. Members shall serve no longer than two (2) consecutive three year terms, with the exception of members appointed for a partial-year term, who may then serve two (2) consecutive three-year terms in addition to the partial year. After a one (1) year absence a person may be reappointed by the Board for another three (3) year term.

C. City/County Appointments
Members appointed by the Durham City Council and the Durham County Board of Commissioners shall serve up to a three (3) year term at the pleasure of the City and County elected officials.

D. Resignations
A Member may resign at any time by communicating his resignation to the Board, the Chairman, or the Corporation. A resignation is effective at the time it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

E. Removal for Non-Attendance
A Board Member who fails to attend either: three (3) consecutive meetings; or, four (4) meetings in a Fiscal Year may be removed from the board by a vote of Board Members at the next regular meeting of the Board. In accordance with the North Carolina Nonprofit Corporation Act, this section shall only apply to members appointed to the Board after ratification of this policy.

F. Removal Without Cause
A Board Member may be removed without cause by a vote of the Board of Trustees if the number of votes cast to remove the Member would be sufficient to elect the Member at a meeting to elect Members.

G. Board Vacancies
Board member vacancies due to resignations occurring mid-term may be filled by motion from the Engagement Committee and approval by the full Board.

ARTICLE IV
OFFICERS AND TERMS OF OFFICE

Section 1. Officers
The officers of the Board are Chair, Vice-Chair, Secretary, Treasurer. A Co-officer may be nominated for each of the four offices as necessary and upon the recommendation of the Engagement Committee.

Section 2. Election of Officers
The Board shall solicit nominations for officers at the next to the last meeting of the Board in any fiscal year. A slate of officer shall be voted on at the final meeting of the fiscal year. Nominations may also be made from the floor by members of the Board. Members of the Board may nominate themselves to serve as Officers or be nominated by others.

Section 3. Term of Office
The newly elected officers shall take office on July 1. With the exception of Chair, the term of office shall be for one (1) year. Each officer shall hold office until a successor has been elected. Officers may be re-elected for one (1) consecutive term to their respective positions. The position of Chair shall be for two (2) years. The Chair shall hold office until a successor has
been identified. Chair may not serve two consecutive terms.

Section 4. Vacancies
Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. The Engagement Committee will present nominations for the vacant officer position(s) at the next meeting of the Board.

Section 5. Duties of Officers

A. Chair
The Chair is the Chief Officer of the Board and shall be responsible for the proper execution of the Policies of the Board, preside at meetings of the Board, and be an ex-officio member of all committees, except the Engagement Committee.

B. Vice-Chair
The Vice-Chair shall exercise the powers and perform the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall have such powers and shall perform such duties as may be assigned by the Chair. The Vice-Chair shall Chair the Advancement Committee.

C. Secretary
The Secretary is responsible for ensuring that the minutes of all the meetings of the full Board and the Executive Committee are accurately recorded and distributed promptly to all members of the Board; shall ensure that all notices are duly given in accordance with the Bylaws and as required by law; and shall perform other duties assigned by the Chair of the Board. The Secretary shall Chair the Engagement Committee.

D. Treasurer
The Treasurer shall be responsible for: ensuring that accurate, timely, and adequate records of the assets, liabilities, and transactions of the Theatre are kept; shall make financial reports to the Board the regularly scheduled meetings; and shall Chair the Finance Committee.

ARTICLE V
MEETINGS

Section 1. Regular Meetings, Days/Times
The Board shall hold regular meetings on the day, time, and place determined by a majority vote of the Board. Notice of regular meetings of the Board will be provided through publication of the yearly calendar. A meeting is constituted by any means of communication via which all Board Members participating may simultaneously hear each other during the meeting.

Section 2. Special Meetings
The Chair or a simple majority of the Board may call a special meeting of the Board.

Section 3. Executive Session
Executive Sessions may be called by the Chairman.

Section 4. Annual Meeting
The fiscal year of the Board shall be July 1 through June 30. The first Board meeting of the fiscal
year shall constitute the annual meeting.

Section 5. Regular Meeting Rules

A. Quorum
1. A quorum shall consist of a simple majority of the Board. All actions shall be decided by a majority vote of the members in attendance so long as a quorum is present except as noted in the following paragraph. Participating in a meeting via conference call shall constitute attending the meeting.

2. For actions concerning the hiring or removal of the President/CEO, removal of an officer, or on Bylaws changes, the actions must carry a two-thirds (2/3) majority of the total Board membership. Such vote may be in person or by proxy according to the policies of the Board.

B. Order of Business
The meetings shall be conducted in accordance with Roberts Rules of Order. The Chair shall have the discretion to modify the agenda. The order of business shall include but not be limited to, the following:

1. Call to order
2. Approval of minutes of previous meeting
3. Report of officers and committees
4. Unfinished Business
5. New Business
6. Adjournment

C. Voting
Voting shall be limited to members of the Board; every member entitled to vote shall have one (1) vote and such vote will be made in person, or by proxy as follows:

1. By appointing, in writing via e-mail or on paper, a Board Member to vote or otherwise act on their behalf.
2. By phone, e-mail, online vote, or other method determined by the chair.

D. Action Without Meeting
Actions of the Board may be taken without a meeting if the action is taken by all members of the Board. These actions may be in electronic form and delivered by electronic means.

ARTICLE VI
EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall consist of the officers of the Board plus up to two (2) at-large members of the Board appointed by the Chair with the approval of the Board.

Section 2. Purpose
The Executive Committee shall meet, during intervals between meetings of the Board. The Executive Committee shall appoint Ad Hoc Committees such as Human Resources Committee and Audit Committee.
Section 3. Powers
Except as expressly specified in these Bylaws, the Executive Committee shall have the right to exercise the powers of the full Board within the parameters set forth below, and shall inform the Board of such actions at its next regular meeting.

The Executive Committee shall exercise the powers of the full Board except:

a. In instances where a financial commitment exceeds $50,000 individually or $150,000 in aggregate over the course of a fiscal year. Such restrictions shall not apply to those instances in which an expenditure is within the scope of a budget previously approved by the Board.

b. Where the Bylaws require a two-thirds (2/3) majority vote for action, such as the hiring or removal of the President/CEO, removal of an Officer, or changes to the Bylaws.

Section 3. Quorum
A majority of the committee members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

Section 4. Minutes
The committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed promptly to all members of the Board.

ARTICLE VII
STANDING COMMITTEES

Section 1. Committees
The Board may, by resolution adopted by a majority of the Board, designate one or more committees, consisting of at least two Trustees and any other such persons as the Board may deem advisable. The Standing Committees shall be: Finance Committee, Engagement Committee, and Advancement Committee.

Section 2. Membership
Members of a Standing Committee may be named by the Chair of the Board with the approval of the Board. The Chair of the Committee will be a trustee appointed by the Chair of the Board, except as otherwise noted.

Section 3. Meetings
A Standing Committee shall meet at a scheduled time and place agreed upon by its members and the full Board shall be notified of the time and place of the meetings. Minutes shall be recorded and made available to the Board upon request.

Section 4. Quorum
A quorum of the committee members is necessary to conduct the business of the committee. A simple majority of the members shall constitute a quorum.

Section 5. Reports
The Chair of a Standing Committee shall submit a written report on the activities and progress of the committee to all Board members at regularly scheduled Board meetings, or as needed.
Section 6. Ad Hoc Committees
The Executive Committee may, upon approval by a majority of the Board, designate one or more ad hoc committees, each consisting of two or more members, to serve at the pleasure of the Board. Such committees shall be created for specific goal and purposes. Committees may include individuals who are not members of the Board of Trustees where appropriate. Upon completion of the task for which such a committee was formed, it shall be dissolved.

ARTICLE VIII
CONFLICT OF INTEREST

Members of the Board of Trustees shall be required to complete, annually, statements disclosing organizations in which they have a potential conflict of interest. Whenever a trustee or officer has a financial or personal interest in any matter before the Board, the affected person shall:

1. Fully disclose the nature of the interest and
2. 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 trustees determine that it is in the best interest of the Theatre to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE IX
PRESIDENT

Section 1. Employment
The Board shall hire a President according to policies and procedures established by the Board. The term of employment shall be at the discretion of the Board and shall be set forth in a written contract together with all the other conditions of such employment.

Section 2. Responsibilities
The President shall be the Chief Executive Officer and shall be responsible for the execution of the affairs and operation of the Theatre in accordance with policies and procedures established by the Board. The President shall serve as a non-voting ex-officio member of the Board.

ARTICLE IX
DISSOLUTION

No part of the net earnings of the Theatre shall be distributed to, or inure to the benefit of any Trustee or officer of the Board, contributor or private individual. Upon termination or dissolution of the Theatre, in any manner or for any reason, its assets, if any, remaining after payment (or provisions for payment) of all liabilities of the Theatre, shall be distributed to, and only to, one or more of the organizations described in Section 501(c)(3) of the Internal Revenue Code.
ARTICLE X
AMENDMENT OF BYLAWS

These Bylaws may be modified, amended, or repealed, in whole or in part as provided for in these Bylaws, at a regular or special meeting of the Board, provided that the proposed change or changes have been transmitted in writing to all members of the Board of Trustees at least four weeks before the meeting for discussion.