

**BY LAWS
THEO UBIQUE THEATRE**

Adopted April 17, 2010

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ARTICLE 1 – General Provisions

Section 1.1 – Statement of Purpose – The Theo Ubiqne Theatre (the “Corporation), an Illinois not-for-profit corporation, is a professional, not-for-profit, performing arts organization dedicated to community enrichment via theatrical arts. The Corporation has established and maintained a theatre company to foster in the general public an appreciation of theatre, history, social issues, and the exploration of humanity by means of theatrical performances and any other appropriate means.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these by-laws.

Upon the dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision 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.

Notwithstanding any other provision of the Articles of Incorporation or these by-laws, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue (or corresponding provision of any future federal tax code), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal tax code).

Section 1.2 – Offices - The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office. The Corporation may have such other offices, either within or without Illinois, as the business of the Corporation may require from time to time.

Section 1.3 – Fiscal Year – The fiscal year of the Corporation shall be January 1 thru December 31.

Section 1.4 – Seal – The Corporate seal shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Illinois”.

Section 1.5 – Theo Ubiqne Cabaret Theatre - The Theo Ubiqne Cabaret Theatre (the “Company”) shall be the performing arts unit of the Corporation and shall be the primary vehicle for carrying out the mission of Corporation.

ARTICLE 2 – Board of Directors

Section 2.1 – Powers/Requirements – As the Corporation has no members, the activities, affairs and property of the Corporation shall be managed, directed and controlled, and its powers exercised by and vested in the Board of Directors.

Board members shall have a commitment and interest in furthering the development of the Theo Ubique Theatre Company and shall continually assess the mission of the Theo Ubique Theatre Company, set policy for its operation and ensure the quality of its programs and services.

Board members shall attend all Board meetings. Unexcused absence at more than three (3) consecutive Board meetings may result in a request by the President for the resignation of that Board member.

Board members shall oversee the Corporation's operations on a sound financial basis, approving annual budgets and setting financial controls.

Board members shall appoint, counsel, oversee and evaluate the administrators and agents of the Corporation and the Company and are empowered to terminate administrators and agents through Board action.

Section 2.2 – Number – The number of Board members shall not be less than five (5) nor more than nine (9) including any ex-officio directors as described in Article 5.

Section 2.3 – Eligibility – Any person who has never before served as a Board member must be nominated by a current Board member. After appropriate review, the Board shall determine whether or not the nominee is eligible for appointment as a director.

Section 2.4 – Removal – A Board member may be removed by the affirmative vote of a majority of the Board members then in office present and voting at a meeting of the Board at which a quorum is present, except that no special meeting of the Board may remove a Board member unless notice of the proposed removal is delivered to all Board members at least ten (10) days prior to such meeting.

Section 2.5 – Term of Office – Board members shall serve a term of two (2) years, commencing at the Annual Meeting, unless such Board member sooner resigns, dies or is removed. There shall be no limit on the number of terms a Board member may serve.

Section 2.6 – Vacancies in the Board - Vacancies may be filled by act of the Board at any time from time to time. A Board member selected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

Section 2.7 – Meetings – Regular meetings of the Board of the Corporation shall be held as determined by the Board. The Board shall meet at least quarterly and one meeting per year shall be designated by the Board as the Annual Meeting for the purposes of appointing officers and directors. Special meetings of the Board may be called by the President or by any two (2) Board members.

Section 2.8 – Notice – Notice of meetings of the Board of the Corporation shall be given by one or more of the following methods: by personal deliver, by U.S. mail, by commercially recognized express delivery or courier service, by fax transmission, or by e-mail via the Internet. The address (including e-mail and/or fax number) of any Board member for the purpose of receiving such notice shall be such address as is currently recorded in the Corporation's records for such Board member or such other address as may be subsequently designated by that person to the Corporation.

Notice by personal delivery, fax transmission or email shall be given at least two (2) days prior to the meeting date. Fax and e-mail notice shall be deemed to be given when properly sent to the applicable fax number or e-mail address. Notice by U.S. mail shall be given at least five (5) days prior to the meeting date and shall be deemed given when deposited in the U.S. mail properly addressed with postage thereon prepaid. Notice by commercially recognized express delivery or courier service shall be given at least three (3) days prior to the meeting date and shall be deemed given upon transfer by the sender to such service provider, properly addressed and delivery charges therefore prepaid.

If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of the Corporation need be specified in the notice or waiver of notice of such meeting except as otherwise provided in Section 2.4 above.

Section 2.9 – Quorum – A majority of the Board members then in office plus two Officers shall constitute a quorum for the transaction of any business at any meeting of the Board.

Section 2.10 – Manner of Acting – Except as otherwise expressly provided herein, the act of a majority of the Board members present at a meeting of the Board at which a quorum is present shall be the act of the Board. Any action required by law to be taken at a meeting of the Board or any other action which may be taken at a meeting of the Board may be taken without a meeting if the Board members shall unanimously consent to such

action in writing or electronically. All such actions shall be formally ratified at the next regular Board meeting.

Section 2.11 – Conflict of Interest – If a transaction is fair to the Corporation at the time it is authorized, approved or ratified by the Board, the fact that a Board member is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. The presence of the Board member who is directly or indirectly a party to the transaction described above or a Board member who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the Board or a committee thereof takes action on the transaction. A Board member is “indirectly” a party to a transaction if the other party to the transaction is an entity in which the Board member has a material financial interest or of which the Board member is an officer, director or general partner.

ARTICLE 3 – Officers of the Corporation

Section 3.1 – Officers – The Officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. No person shall hold more than one office contemporaneously. Vacancies may be filled at any meeting of the Board.

Section 3.2 - Election – The Officers shall be elected annually by the Board of the Corporation. Unless an officer sooner resigns, dies or is removed, he shall hold office until his successor has been duly elected.

Section 3.3 – Removal – Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. A vote of the majority of the directors present at a meeting at which a quorum is present shall be required for removal of an Officer.

Section 3.4 – President – The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board, he shall be in charge of the business and affairs of the Corporation; he shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board. He shall preside at all meetings of the Board. He may execute only those contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 3.5 – Vice President – In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of, and shall be subject to all of the

restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the President or the Board from time to time.

Section 3.6 – Treasurer – The Treasurer shall be the principal financial and accounting officer of the Corporation. He shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; he shall have charge and custody of all funds and investments of the Corporation and be responsible for the receipt and disbursements thereof; he shall supervise the preparation of annual budgets for the Corporation; and he shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board.

Section 3.7 – Secretary – The Secretary shall record the minutes of all meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws, be the custodian of the Corporate records and of the seal of the Corporation, keep a register of the post office address, fax number and e-mail address of each Board member as furnished to the Secretary by each Board member, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board.

ARTICLE 4 – Administration of the Corporation

Section 4.1 – General Manager – The chief administrative agent of the Corporation shall be the General Manager. The Board of Directors shall have the authority to hire the General Manager and to dismiss the General Manager, with or without cause.

Section 4.2 – Duties of the General Manager – The General Manager shall carry out the day to day administrative duties and business functions of the Corporation including but not limited to keeping records of corporation meetings, maintaining all financial records, maintaining files for all past theatrical productions and files for proposed future activities, marketing and publicity, fund raising, and grant writing. The General Manager shall be the liaison between the Corporation and any affiliated organization conducting artistic or educational programs in co-operation with the Theo Ubique Theatre.

The General Manager may, subject to the budgetary limitations imposed by the Board of Directors, hire and/or dismiss staff members to assist in carrying out these functions.

The General Manager shall not have any direct responsibility or control over the artistic activities of the Corporation. However, the General Manager may solicit other performing arts organizations to produce theatrical events and/or educational programs in conjunction with Theo Ubique.

ARTICLE 5 – Theo Ubique Cabaret Theatre (“the Company”)

Section 5.1 – Theo Ubique Cabaret Theatre - The Theo Ubique Cabaret Theatre (“the Company”) shall be the performing arts unit of the Corporation and shall be the primary vehicle for carrying out the mission of Corporation.

Section 5.2 – Management of the Company - The Company shall be managed and supervised by the Artistic Director with the assistance of the Company Manager. The Artistic Director may select the Company Manager and Artistic Associates to serve as advisors to the Artistic Director for the development and production of theatrical events and may solicit other performing arts organizations to produce theatrical events and educational programs in conjunction with Theo Ubique.

Section 5.3 – Appointment of Artistic Director – The Board of Directors of the Corporation shall appoint the Artistic Director. The Board of Directors retains the authority to dismiss the Artistic Director with or without cause.

Section 5.4 – Theatrical Events and Budgets – The Artistic Director with the assistance of the Company Manager shall determine which theatrical events and productions shall be staged by the Company annually, shall determine a budget for each production including revenue and expense projections, and shall submit this budget to the Board of Directors of the Corporation for approval 60 days prior to each theatrical season. No theatrical event or production shall be mounted without prior approval of the Board of Directors of the Corporation. The Artistic Director and/or the Company Manager shall determine if any licenses need be obtained or royalties paid in connection with mounting any production. Any budget for any individual production or event may be revised up to 30 days prior to opening night with approval of the Board.

Section 5.5 – Artistic Director – The Artistic Director of the Company shall be an ex-officio director and member of the Board of the Corporation with full voting rights. The Artistic Director shall be responsible for the overall artistic leadership of the Company, establishing general artistic direction, programs and productions. The Artistic Director shall be directly accountable to the Board and shall make regular reports to the Board. The President of the Board shall be the primary contact for the Artistic Director.

Section 5.6 – Company Manager – The Company Manager shall be appointed by the Artistic Director with the approval of the Board of Directors. The Board of Directors retains the authority to dismiss the Company Manager with or without cause. The Company Manager shall be responsible for the general operations of the Company. To the extent that the Company Manager is involved in the financial administration of various theatrical productions and events, he shall be subject to the supervision of the Board and accountable to the Board of the Corporation. The Treasurer of the Board shall be the primary contact for the Company Manager.

Section 5.7 – Artistic Independence/Business Management – The Board of Directors and General Manager shall exercise administrative and financial oversight of the Company. Artistic control of the Company resides solely in the Artistic Director, subject to the limitations of Section 5.4.

ARTICLE 6 – Committees

Section 6.1 – Defined - The Corporation shall have such committees as are determined by the Board from time to time.

Section 6.2 – Appointments – The Board shall appoint such persons to each committee as the Board shall deem necessary or appropriate from time to time and shall designate a Chairperson of each Committee. Committee members need not be Board members. All committee members shall serve at the pleasure of the Board.

Section 6.3 – Executive Committee – The Executive Committee shall be composed of the Officers of the Corporation. The Executive Committee shall have all the powers of the Board of Directors during the intervals between meetings of the Board of Directors. Such powers shall be exercised by the Executive Committee only when necessary. The Executive Committee shall report their actions at the next meeting of the Board of Directors. The President of the Corporation shall be the Chair of the Executive Committee. The President plus two other officers shall constitute a quorum of the Executive Committee and no action shall be taken in the absence of a quorum.

Section 6.4 – Limitations – With the exception of the Executive Committee, committees shall not act on behalf of the Corporation or bind it to any action, but may make recommendations to the Board or the Officers.

ARTICLE 7 – Budgets, Contracts, Deposits and Funds

Section 7.1 – Budget – The Board shall, with the assistance of the Artistic Director, prepare and adopt an annual budget which shall include anticipated revenues and shall authorize expenditures by program and project. Only expenditures authorized by the budget may be made. The budget may be amended from time to time by majority vote of the Board at a meeting duly called and at which a quorum is present. Notwithstanding the failure of the budget to provide for certain expenditures, the Board may receive and expend grant or gift funds which are specifically designated by the grantor. Such expenditures shall be limited to the identified services and related expenses.

Section 7.2 – Contracts – The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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. Leases for performance or rehearsal space are included as contracts under this Section 6.2 of the Bylaws.

Section 7.3 – Checks, Drafts, Etc – Subject to Section 7.6 below, all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation. Any expenditure which exceeds \$5,000 shall require two signatures. The Board may provide for other restrictions on withdrawals and other matters involving the Corporation’s accounts as the Board deems appropriate from time to time.

Section 7.4 – Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may authorize.

Section 7.5 – Gifts and Donations – The Board may accept on behalf of the Corporation any contribution, gift, donation, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 7.6 – Debt and Borrowing – The Corporation may use credit cards to a limited extent to manage expenses in connection with various theatrical productions; credit card balances outstanding shall be paid within 90 days of billing unless otherwise authorized by the Board.

The Corporation may otherwise borrow funds only as authorized by a two-thirds majority vote of the Board members present at a meeting with a quorum for which the applicable notice specified the purpose of such meeting and the maximum possible amount of such proposed borrowing.

Section 7.7 - Loans - The Board of Directors shall make no loans on behalf of the Corporation to any of its Officers or Board members.

ARTICLE 8 – Books and Records

The Corporation shall keep correct and complete books and records of accounts and Minutes of the meetings of its Board of Directors and all Committees. All books and records of the Corporation may be inspected by any Board member or his agent or attorney for any proper purpose during normal business hours.

ARTICLE 9 – Waiver of Notice

Whenever any notice is required to be given under applicable law or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether or before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 10 – Amendments or Repeal of Bylaws

Action to alter, amend, or repeal the bylaws or adopt new bylaws shall be approved by a two-thirds vote of the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE 11 – Indemnification and Insurance

Section 11.1 - Indemnification in Actions other than by or in the Right of the Corporation

- The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 11.2 - Indemnification in Actions by or in the Right of the Corporation - The

Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 11.3 - Right to Payment of Expenses - To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 11.01 and 11.02, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 11.4 - Determination of Conduct - Any indemnification under Sections 11.01 and 11.02 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 11.01 and 11.02. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the Members.

Section 11.5 - Payment of Expenses in Advance - Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 11.6 - Indemnification Not Exclusive - The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 11.7 - Insurance - The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of the Corporation or the Theo Ubique Cabaret Theatre or who is or was serving at the request of the Corporation as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 10.

ARTICLE 12 – Dissolution of the Corporation

Action to dissolve the Corporation may be taken at a regular or special meeting of the Board of the Corporation for which written notice of the purpose shall be given. Dissolution of the Corporation shall require an affirmative vote of 75% of the Board members serving at that time.

Bylaws of the Theo Ubique Theatre
Adopted April 17, 2010