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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150

2009**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning September 1, 2009, and ending August 31, 2010**

- B** Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization**Buffalo Community Theater**

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

PO Box 23

City or town, state or country, and ZIP + 4

Buffalo, MN 55313-0023**D Employer identification number****41-1816290****E Telephone number****763-898-8227****F Group Exemption Number**

►

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).****G Accounting Method** ☒ Cash ☐ Accrual
Other (specify) ►**I Website:** ► www.bctmn.org**J Tax-exempt status** (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H Check** ► ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K Check** ► ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return**L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ** ► \$ **54,528.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)**

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	26,336.
	2	Program service revenue including government fees and contracts	2	28,192
	3	Membership dues and assessments	3	0
	4	Investment income	4	0
	5a	Gross amount from sale of assets other than inventory	5a	0
	5b	Less: cost of other basis and sales expenses	5b	0
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► ☐		
	a	Gross revenue (not including \$ of contributions reported on line 1)	6a	0
Expenses	b	Less: direct expenses other than fundraising expenses	6b	0
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0
	7a	Gross sales of inventory, less returns and allowances	7a	0
	b	Less: cost of goods sold	7b	0
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
	8	Other revenue (describe ►)	8	0
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	54,528.
	10	Grants and similar amounts paid (attach schedule)	10	0
	11	Benefits paid to or for members	11	0
Net Assets	12	Salaries, other compensation, and employee benefits	12	0
	13	Professional fees and other payments to independent contractors	13	10,147.
	14	Occupancy, rent, utilities, and maintenance	14	4,136.
	15	Printing, publications, postage, and shipping	15	4,095.
	16	Other expenses (describe ► Other production and administrative costs)	16	27,923.
	17	Total expenses. Add lines 10 through 16	17	46,301.
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	8,227.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	11,048.
	20	Other changes in net assets or fund balances (attach explanation)	20	3,150.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	22,425.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	8,299.	15,155.
23 Land and buildings	0	0
24 Other assets (describe ► Props, costumes, wireless microphones, equipment)	2,749.	7,270.
25 Total assets	11,048.	22,425.
26 Total liabilities (describe ►)	0	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	11,048.	22,425.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No. 106421

Form **990-EZ** (2009)

SCANNED FEB 17 2011

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Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28	Production costs for "Little Women"		
	(Grants \$ 1,755.) If this amount includes foreign grants, check here ☐	28a	6,665.
29	Production costs for "The Wizard of Oz"		
	(Grants \$ 6,000.) If this amount includes foreign grants, check here ☐	29a	24,106
30			
	(Grants \$) If this amount includes foreign grants, check here ☐	30a	
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here ☐	31a	
32	Total program service expenses (add lines 28a through 31a) ☐	32	30,771.

(a) Name and address

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b Did the organization file Form 1120-POL for this year?		✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41 List the states with which a copy of this return is filed. ▶ Minnesota		
42a The organization's books are in care of ▶ Steven Cullinan Telephone no. ▶ 763-898-8227 Located at ▶ PO Box 23 - Buffalo, MN ZIP + 4 ▶ 55313-0023		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
If "Yes," enter the name of the foreign country: ▶	42b	✓
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
If "Yes," enter the name of the foreign country: ▶	42c	
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	Yes	No
	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
	45	

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ **Yes** ☒ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ **Yes** ☒ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ **Yes** ☒ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ **Yes** ☒ **No**
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ **Yes** ☒ **No**
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

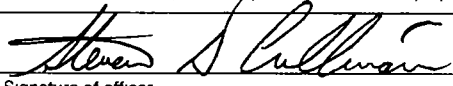
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		1/23/2011 Date	
Paid Preparer's Use Only	Steven D. Cullinan - Treasurer Type or print name and title			
	Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN		Phone no
	May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No			

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

Buffalo Community Theater

Employer identification number

41

1816290

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.
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The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1** ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☒ An organization that normally receives: (1) more than 33⅓ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III—Functionally integrated **d** ☐ Type III—Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐

(ii) A family member of a person described in (i) above? ☐

(iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33⅓% support test—2009. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33⅓% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,460.	6,825.	4,875.	6,055.	26,336.	49,551.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	41,102.	45,041.	39,398.	29,296.	28,192.	183,029.
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	46,562.	51,866.	44,273.	35,351.	54,528.	232,580.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						232,580.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	46,562.	51,866.	44,273.	35,351.	54,528.	232,580.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10.	16.	8.	2.	0	36.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	10.	16.	8.	2.	0	36.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	408.	275.	0	0	831.	1514.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12)	46,980.	52,157.	44,281.	35,353.	55,359.	234,130.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	99.34 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	99.40 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	.02 %

- 19a 33⅓% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☒
- b 33⅓% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

[illegible]

BYLAWS OF BUFFALO COMMUNITY THEATER

ARTICLE I

OFFICES

1.1) **Registered Office.** The registered office for Buffalo Community Theater, (hereafter referred to as BCT), is in the City of Buffalo, which is located in the State of Minnesota, shall be set forth in the Articles of Incorporation of this corporation.

ARTICLE II

MEMBERS: PROPERTY RIGHTS

2.1) **Property Rights.** Personal property that is donated by the Board of Directors or other BCT volunteers for use by BCT for normal productions and operations shall become the property of the BCT corporation unless otherwise stated. In the event that BCT should cease its operations as a viable non-profit corporation, all property of the corporation, should be disposed of in accordance with State of Minnesota statutes for such corporations.

ARTICLE III

BOARD OF DIRECTORS

3.1) **Number.** The number of Directors shall not be less than seven (7) nor more than fifteen (15). The Board of Directors shall set the exact number of Directors within these limits.

3.2) **Terms.** The Directors shall be appointed to serve four (4) year terms, with the recommendation not to exceed two (2) consecutive terms, or until a Director shall die or resign or shall have been removed by the Bylaws of this Corporation. A staggering of Directors' terms should be attempted, such that approximately one-fourth (1/4) of their terms expire each year. Directors' terms shall begin on the day of their appointment and shall expire four (4) years later. The Board Development Committee shall be responsible for maintaining records of appointment dates for Directors and attempt to manage the staggered terms through recruitment efforts. In the event there is no active Board Development Committee, this responsibility will be fulfilled by the Secretary.

3.3) **Powers.** The powers of the Directors shall be as set forth in the Articles of Incorporation of this corporation.

3.4) **Appointment Process.** The appointment process may take place during a regular meeting of the Board of Directors, called in accordance with the provisions of these Bylaws. New Directors will be appointed by a majority vote taken by the Directors, provided there is a quorum present. Directors so appointed shall serve a term beginning on their first day of appointment.

BYLAWS OF BUFFALO COMMUNITY THEATER

- 3.5) Resignation. A Director may resign from the Board of Directors, either by giving their notice in person at a duly held meeting, or by sending a written notice of their resignation to one of the officers of the corporation.
- 3.6) Removal. Any Director may be removed from office, with or without cause or for absence of four (4) consecutive regular Director meetings in one fiscal year or absence from a total of eight (8) regular Director's meetings in one fiscal year, upon the vote of a majority of the Directors present at a duly held meeting, provided there is a quorum, and provided that the notice of the meeting at which removal is to be considered states such purpose.
- 3.7) Vacancies. A vacancy or vacancies on the Board of Directors occurring for any reason other than an increase in authorized number of Directors may be filled by a majority of the Directors present at a duly held meeting, provided there is a quorum, and provided that the notice of the meeting at which the vacancy is to be filled states such purpose.
- 3.8) Meeting of Directors
- a. Annual Meeting. There shall be no annual meeting of this corporation.
 - b. Regular Meetings. Monthly meetings of the Board of Directors will be held at a regular interval (i.e. on the second Monday of each month) and time (i.e. 7:00pm) as is decided by the board at the start of each fiscal year, and at a location to be announced in the meeting notices. The board reserves the right to modify this schedule as required provided there is a majority vote taken by the Directors and provided there is a quorum present. There must be at least eight (8) regular meetings of the Directors held each fiscal year.
 - c. Special Meetings. Special meetings of the BCT Board of Directors for any purpose or purposes shall be held whenever called by the Chair of the Board, or if the Chair is absent or is unable or refuses to act, by the Vice Chair or by any three (3) Directors.
 - d. Notice of Meetings. Notice of any meeting of the Board of Directors, in each case specifying the place, date and time of the meeting, shall be given to each Director by delivering notice, orally or in writing, not less than five (5) nor more than thirty (30) days before the time set for such meeting, excluding the day of the meeting.
 - e. Quorum. A majority of the number of Directors fixed pursuant to the Bylaws of the corporation shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.
- 3.9) Director Compensation. No Director may receive compensation for his or her service as Director. However, nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity, or receiving reasonable compensation

therefore.

- 3.10) Director Conflict of Interest. No contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any other corporation, firm, association, or entity in which one or more of the Directors are directors or officers or have a material financial interest, shall be entered into by the corporation, unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board of Directors must approve such contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves, or ratifies such a contract or transaction.
- 3.11) Voting. All Directors are eligible to vote on corporation business except the Chair, who should only vote in the event of a tie vote by the other Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE IV

OFFICERS

- 4.1) Officers. The Officers of the corporation shall include a Chair, Vice Chair, Secretary, and Treasurer, and any other Officers the Board of Directors may designate from time to time.
- 4.2) Election. The Officers of the corporation shall be elected annually by a majority of the Directors present at the Board's first meeting in each fiscal year, provided there is a quorum. Each Officer shall hold office for a period of one year, not to exceed two (2) consecutive terms holding the same position. Only Directors may be elected and serve as Officers. Election as an Officer shall not of itself create contract rights. A Director who has served two (2) consecutive terms in the same Officer's position is not eligible to be elected to that position again until after a one (1) year separation from that position. There shall not be two (or more) people who reside within the same residence holding Officer positions at the same time.
- 4.3) Removal of Officers. Any Officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in their best judgment the best interests of the corporation will be served thereby.
- 4.4) Vacancies. A vacancy occurring in any office, for any other reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Directors present at a duly held meeting, provided there is a quorum.
- 4.5) Duties of Officers.

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a. Chair. The chair shall preside at all meetings of the corporation, shall appoint all committees, shall arrange all meetings of the corporation, and shall perform such other duties as may be necessary. The Chair may from time to time direct other Directors or agents of the corporation to carry out his or her duties. The Chair shall be responsible for reviewing the online bank account(s) at least once per month, preferably prior to the monthly meeting. When a new Chair is elected, the predecessor is requested to serve in an advisory capacity for one (1) year as a voting Director on the board.

b. Vice Chair. In the absence of the Chair, the Vice Chair shall serve in his or her stead. In case of the resignation, removal, permanent incapacity or death of the Chair, the Vice Chair shall serve in his or her stead until the office of Chair is filled according to these Bylaws. The Vice Chair shall be responsible for reviewing the online checking account at least once per month, preferably prior to the monthly meeting. When a new Vice Chair is elected, the predecessor is requested to serve in an advisory capacity for one (1) year as a voting Director on the board.

c. Secretary. The Secretary shall perform or cause to be performed under his or her direction, the following functions:

1. Certify and keep at the principal office of the corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended to date.
2. Keep at the principal office of the corporation, or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Directors of the corporation and the committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the meetings.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Exhibit for inspection upon request the relevant books and records of the corporation to any Director for any proper purpose at any reasonable time.
5. In general, perform duties usually incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.
6. When a new Secretary is elected, the predecessor is requested to serve in an advisory capacity for one (1) year as a voting Director on the board.

d. Treasurer. The Treasurer shall perform, or cause to be performed under his or her direction, the following functions:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks,

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trust companies or other depositories as shall be selected by the Board of Directors.

2. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and fund balances.

3. Exhibit for inspection upon request the relevant books and records of the corporation to any Director for any proper purpose at any reasonable time.

4. Render interim statements of the condition of the finances of the corporation to the Board of Directors upon request, and render a full financial report within 30 days of the end of each fiscal year.

5. Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

6. See that all bills, reports, statements and all other documents and records required by law are properly kept and filed.

7. In general, perform all the duties usually incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

8. When a new Treasurer is elected, the predecessor is requested to serve in an advisory capacity for one (1) year as a voting Director on the board.

ARTICLE V

COMMITTEES

5.1) Establishment and Appointment. The standing committees of the corporation shall be the Executive, Hiring, Show Selection, Publicity/Community Relations, Production, Hospitality, Board Development, Fundraising/Grants, and Vision committees. The Directors shall create such additional standing committees as they shall from time to time deem desirable.

All standing committees shall keep a record of their proceedings and a copy of the minutes of their meetings shall be submitted to the Board of Directors. Except as otherwise provided in these Bylaws, at the beginning of each fiscal year the Chair of the Board shall appoint for one-year terms all committee chairs and committee members, subject to the approval of the Board of Directors at its first meeting of each fiscal year.

The chairperson and all members of the Executive committee must be Directors of the corporation. All chairpersons of committees other than the Executive Committee must be Directors of the corporation. Committee members, other than the Executive Committee,

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need not be Directors of the corporation.

- 5.2) Executive Committee. Members of the Executive Committee shall be the Chair of the Board, who shall also be the Committee's chair, the Vice Chair, the Secretary, and the Treasurer. Other Directors may be appointed to the Executive Committee at the discretion of the Chair. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action with respect to election of Officers or the filling of vacancies on the Board of Directors. The actions of the Executive Committee shall be reported to the Board of Directors at the first possible meeting of the Board of Directors.

ARTICLE VI

GENERAL

- 6.1) Checks and Balances. More than one Officer of the Board (up to 3) will review the bank statements and transactions at least monthly.
- 6.2) Fiscal Year. The fiscal year of the corporation shall begin on September 1st and end on August 31st of each calendar year.
- 6.3) Amendments to the Bylaws. The Bylaws of the corporation may be amended by the Board of Directors at any meeting upon a vote of two-thirds of the Directors then in office, provided that notice of such meeting and of the proposed amendment is given in accordance with these Bylaws.

Adopted November 9, 2009

CERTIFICATION

The undersigned Secretary of the corporation hereby certifies that the forgoing Bylaws were unanimously adopted by the Directors of the corporation at a meeting of the Directors held on November 9th, 2009.

Date: _____

Secretary

Attachment A

Buffalo Community Theater

EIN# 41-1816290

Reference: Form 990-EZ, Part I, Line 20

The changes in net assets is due to the purchase of eight wireless microphones, a transmitter, and case, plus the revaluation of other assets on hand which include props, costumes, tools, and equipment.