

AMENDED AND RESTATED BYLAWS
OF
YOUNG PLAYWRIGHTS' THEATER, INC.

These Amended and Restated Bylaws of Young Playwrights' Theater, Inc. (hereinafter called the "Corporation") have been reviewed for adoption on April 10, 2007, and adopted as the bylaws of the Corporation by the Board of Directors on September 15, 2007.

ARTICLE ONE. OFFICES

The principal office of the Corporation shall be located in the District of Columbia. The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE TWO. MEMBERS

The Corporation shall have no voting members.

ARTICLE THREE. BOARD OF DIRECTORS

SECTION 3.01. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board of Directors shall have the sole voting power which shall include, without limitation, the power to alter, amend, or repeal the Bylaws or Articles of Incorporation or adopt new Articles of Incorporation and Bylaws of the Corporation.

SECTION 3.02. Composition of the Board of Directors. The manner by which Directors shall be elected or appointed shall be as provided in the Bylaws of the Corporation. The number of Directors which shall constitute the entire Board of Directors shall be 18, or such other number as may be determined from time to time by amendment of these Bylaws; but in no event shall the number of Directors that shall constitute the entire Board of Directors be less than three (3); and, provided that at all times one member of the Board of Directors shall be the President of the Corporation. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, or by resolution. No decrease in the number of directors shall have the effect of shortening the term of any incumbent Director. At all times, the Chairperson shall be selected from among the voting members of the Board of Directors. In addition, for so long as Karen Zacarias remains the "Founding Artistic Director," she shall also be a voting member of the Board of Directors on an *ex officio* basis. The majority of the Board of Directors shall select and include the person holding the title of Executive Director as a voting member of the Board of Directors on an *ex officio* basis. The remaining Directors shall be elected (each for a three-year term on a staggered basis) by the affirmative vote of a majority of the then members of the Board of Directors at the annual meeting of the Board of Directors, except as provided in Section 3.11 hereof, and each Director elected shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal. A Director whose term has expired shall be eligible to succeed himself or herself. Directors need not be residents of the District of Columbia.

Section 3.03. Vacancies. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority

of the then members of the Board of Directors, although it might be less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected and qualified or his/her earlier resignation or removal.

Section 3.04. Annual Meeting. A regular annual meeting of the Board of Directors shall be held in June of each year at the date or time or place designated by the Chairperson, and approved by the Board, at the principal office of the Corporation, or on such other date or at such other time or place as shall be determined by the Board of Directors and designated in the notice of the meeting as set forth in Article III of these Bylaws. At such annual meeting, the Board of Directors shall approve the budget and elect the Directors for the coming calendar year.

Section 3.05. Regular Meetings. The Board of Directors may provide by resolution the date, time and place for the holding of regular meetings, other than the annual meeting of the Board of Directors, without any other notice than such resolution. Regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 3.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson upon two days notice prior to the meeting to each Director, at the request of one or more Directors, except as provided in Article III, Section 3.10 hereof with respect to telephone meetings. A special meeting shall be called by the Secretary on like notice upon the written request of two-fifths of the number of Directors then in office, unless such written request is made by other members of the Board of Directors as otherwise provided under the Articles of Incorporation or these Bylaws. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.07. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given either personally, by telephone, by facsimile, e-mail, mail or telegram, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, transmitted by facsimile, sent by e-mail, or delivered to a telegraph company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 3.08. Quorum and Vote at Meetings. At any meeting of the Board of Directors, at least one-half of those Directors in office shall constitute a majority of the Directors which shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted

by the Directors present at the duly organized meeting, which might have been transacted at the meeting as originally notified.

Section 3.09. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 3.10. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 3.10 shall constitute presence in person at such meeting.

Section 3.11. Resignation and Removal of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting. Directors may be removed without cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a vote of two-thirds of the members of the Board then in office.

Section 3.12. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors or any committee of the Board of Directors, as the case may be.

ARTICLE IV. COMMITTEES OF DIRECTORS

Section 4.01. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, establish an Executive Committee to consist of three (3) or more Directors appointed by the affirmative vote of a majority of the Directors then in office. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, except to the extent, if any, that such authority shall be limited by resolution of the entire Board of Directors; provided, however, that neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or these Bylaws of the Corporation.

Section 4.02. Other Committees. The Board of Directors may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of at least one (1) other Director, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors or the Executive Committee in the management of the Corporation. In addition to the Executive Committee, any such committees that the Board of Directors may, from time to time, have established may be changed the Board in its discretion to the extent the Board deems it necessary to achieve the corporate purposes of the Corporation.

Section 4.03. Procedure. All committees established by the Board of Directors shall record the minutes of their meetings, which, together with any actions taken at such meetings, shall be distributed and/or

verbally provided to all members of the Board of Directors at the next meeting thereof held after the committee meeting. In addition, the minutes of any committee meetings shall be recorded by the Secretary at such meeting of the Board.

ARTICLE V. OFFICERS

Section 5.01. Positions. The officers of the Corporation shall be a Chairperson of the Board of Directors, a Vice Chairperson, a President, a Secretary, a Treasurer and an Executive Director, and such other officers as may be elected in accordance with the provisions of this article, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the President and the Secretary be the same person. The Chairperson must be selected from among the members of the Board.

Section 5.02. Election and Term of Office. Each officer of the Corporation shall be elected annually by the affirmative vote of a majority of the then Board of Directors and shall serve for one year, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation, or removal, but in no event shall an officer serve for a term exceeding three years, unless as may be otherwise prescribed in the Articles of Incorporation or these Bylaws, and as provided in the then District of Columbia Nonprofit Laws in effect, as may be amended from time to time. Election or appointment of an officer shall not itself create any contractual rights.

Section 5.03. Resignation and Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served by such removal, but such removal shall be without prejudice to any contract rights of the officer so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. Should a vacancy occur prior to election, the President shall appoint a successor to fill the unexpired term of said officer.

Section 5.04. Chairperson of the Board. The Chairperson of the Board of Directors shall hold the officer position of "President" and in such dual role shall preside at all meetings of the Board of Directors, perform such other duties and have such other powers as may be vested in the Chairperson by the Board of Directors, and shall be a member of all standing committees. To the extent the Corporation legally requires a person with the title of President, the Chairperson shall hold such title for such purpose; provided, however, that such title is otherwise intended solely to be ceremonial in nature with the day to day management of the Corporation under the guidance of the Executive Director as set forth at Article V Section 5.08 of these Bylaws.

Section 5.05. Vice Chairperson of the Board. The Board of Directors may elect from among its members a Vice Chairperson who shall perform the functions of the Chairperson in his or her absence.

Section 5.06. Secretary. The Secretary shall perform such other duties and shall have such other powers as may be vested in the Secretary by the Board of Directors. The Secretary shall attend all meetings of the Board of Directors, and shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, may also attest all instruments signed by the Chairperson of the Board of Directors, or other designated officer of the Board.

Section 5.07. Treasurer. The Treasurer (or a designee of the Treasurer) shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors.

Section 5.08. Executive Director. The Corporation shall have an Executive Director who shall conduct the day-to-day affairs of the Corporation under the supervision of the Board of Directors. The Executive Director shall be the chief administrative manager of the Corporation and shall report to the Board of Directors of the Corporation. The Executive Director shall be appointed by a vote of the Board of Directors or by the authorized designee(s) of the Board of Directors. Subject to the approval of the Board of Directors, the Executive Director may hire staff and retain third party services.

Section 5.09. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board of Directors, in its sole discretion.

Section 5.10. Authority. All officers and agents (as defined in the Articles of Incorporation) of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties as may be necessary, from time to time, to carry out their duties and perform such activities in furtherance of the Corporation's corporate purposes.

ARTICLE VI. INDEMNIFICATION AND LIABILITY LIMITATION

Section 6.01. General. Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 6.02. Limitation of Liability. Provided the Corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, directors and other persons who perform services for the Corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability; except that the foregoing insurance requirements shall not be required if the Corporation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed.

ARTICLE VII. GENERAL PROVISIONS

Section 7.01. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.02. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 7.03. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year, with the initial fiscal year to commence on the date of incorporation.

ARTICLE VIII. AMENDMENTS OF BYLAWS

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board of Directors, duly called and at which a quorum is present.

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