

AMENDED AND RESTATED BYLAWS OF REEDY POINT PLAYERS, LTD.

ARTICLE I

NAME & FORM OF ORGANIZATION

Section 1. *Name and Form of Organization.* Reedy Point Players, Ltd., is organized as a nonstock corporation under the laws of the State of Delaware and as a charitable organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

PURPOSES AND PERMITTED ACTIVITIES

Section 1. *Purposes.* The purposes of this organization are (a) to present live theatre productions for the cultural education, entertainment, and inspiration of the community, and (b) to welcome and provide an avocational opportunity for all volunteers interested in the theatre arts to participate in community theatre.

Section 2. *Permitted Activities.* In furtherance of the purposes stated in Section 1, the corporation shall have all powers permitted under the Delaware General Corporation Law as it may be amended from time to time, and such other provisions of Delaware law as may now be, or in the future become, applicable to the corporation. Without limiting the foregoing, the corporation may collect membership dues, admission fees, gratuities, donations and bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all of the powers granted by corporate law in the State of Delaware.

Section 3. *No Personal Profit.* The corporation is a not-for-profit, charitable and educational institution. No member of the corporation shall individually profit from its activities.

Section 4. *Disposition of Assets at Dissolution.* In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for such charitable and educational purposes as may be approved by the membership.

ARTICLE III

MEMBERSHIP

Section 1. ***Active Membership.*** The corporation is a nonstock membership corporation organized under the laws of the State of Delaware. The Active Members of the corporation are determined annually, as of January 1, in accordance with the provisions of this Article.

Section 2. ***Eligibility for Active Membership.*** Active membership in the corporation shall be open to any individual who (1) has, during the year immediately preceding the membership year: (a) participated in or artistically contributed to any production of the Company by acting, directing, stage managing, stage crewing, technical design, technical operations, costuming, makeup, box office management, public relations, set design, set building, or administration; or (b) contributed, in money or in kind, to the corporation; and (2) is willing and able to participate in the direction of the corporation by attending the annual meeting of the Members. The Board shall identify the persons eligible for Active Membership as of January 1 of each year and advise all such persons of their eligibility as soon as practicable after January 1.

Section 3. ***Application for Active Membership.*** Persons who meet the criteria for Active Membership set forth in Section 1 may apply for membership pursuant to procedures established by the Board in its sole discretion. The Board shall have sole discretion to resolve questions regarding eligibility for membership of the corporation and shall publish a list of the Active Members not later than seven days prior to the annual meeting of the Members.

Section 4. ***Honorary Members and Members Emeritus.*** The Board may designate as an Honorary Member any person who has provided significant support to the corporation. Former Active Members who no longer are eligible for Active Membership, or wish to withdraw from Active Member status, may be designated by the Board as Members Emeritus. Honorary Members and Members Emeritus are not Active Members and do not have Active Member voting rights.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. ***Board of Directors.*** Except as expressly reserved to the Members by these Bylaws, the governance of the Corporation shall in all respects be vested in the Board of Directors constituted pursuant to these Bylaws.

Section 2. ***Membership of Board.*** The Board shall be comprised of the officers of the Corporation, as set forth in this Article, together with not more than three directors elected in accordance with this Article IV.

Section 3. ***Officers.*** The officers of the Corporation are a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held simultaneously by the same individual. The officers shall be elected by the Members at the Annual Meetings and shall serve for a term of two years.

(a) *President.* The President shall serve as the chief executive officer of the corporation, shall preside at meetings of the Board and annual and special meetings of the Members, and shall appoint the members of such standing and special committees as may be constituted by the Board.

(b) *Vice President.* The Vice President shall fulfill the duties of the President in the absence or during the disability of the President, and shall have such other responsibilities as may be assigned to her by the Board or the President.

(c) *Secretary.* The Secretary shall maintain the books and records of the corporation, shall prepare or cause to be prepared minutes of meetings of the Board and of the Members, and shall have such other responsibilities as from time to time may be assigned to her by the Board or the President.

(d) *Treasurer.* The Treasurer shall have custody of the financial accounts of the Corporation, shall maintain the financial records of the Corporation, shall prepare such tax returns and other regulatory filings as may be required by any governmental agency, and shall have such other responsibilities as from time to time may be assigned to her by the Board or the President.

Section 4. *Director.* A Director-at-Large shall be appointed by the Board and will serve for two years. A Director-at-Large may be reappointed at the end of the term, or the Board may appoint another Director-at-Large at the Board's discretion.

Section 4. *Vacancies.* In the event that a vacancy occurs in any office or in any directorship, such vacancy shall be filled by majority vote of the Board. The officer or director so chosen shall serve the remainder of the term of the vacant office or directorship.

Section 5. *Removal of Officer or Director.* Any officer or director may be removed for neglect of duty or malfeasance, as determined in the sole discretion of the Board acting by majority vote of the members of the Board other than the officer or director whose removal is proposed.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. *Annual Meeting of the Members.* The annual meeting (the "Annual Meeting") of the Members of the corporation, as established pursuant to Article III, shall be held not earlier than February 1, and not later than April 1, of each calendar year. The Annual Meeting may be held in person, or by electronic communication means as provided in the Delaware General Corporation Law.

Section 2. *Notice of Annual Meeting.* The Board shall issue notice of date and time or the Annual Meeting of the Members not less than ten (10) days prior to the Meeting. Notice to

members shall be by electronic mail (E-mail) to the E-mail address of record for each Active Member. No other form of notice shall be required.

Section 3. ***Special Meetings of the Membership.*** In addition to the annual meeting of Members, a special meeting of the Members may be convened (a) by the Board, or (b) at the written request of more than 30% of the Active Members, made to the Board in care of the Secretary. The date and time of any Special Meeting so directed or requested shall be set by the Board, and notice to Members shall be by electronic mail (E-mail) not less than seven (7) days prior to the date of the Special Meeting. The purpose(s) of a Special Meeting shall be stated in the Notice, and no other business shall come before or be conducted at such Special Meeting.

Section 4. ***Voting in Annual and Special Meetings.*** Any action to be taken at an Annual or Special Meeting shall be valid if adopted by a majority of Active Members present and voting.

Section 5. ***Action by Written Consent.*** Any action required to be taken at an annual or special meeting of the Active Members may be taken by written consent of the Active Members in accordance with the provisions of the Delaware General Corporation Law as then in effect. Written consents submitted by electronic mail (E-mail) shall be valid for all purposes permitted under the Delaware General Corporation Law.

ARTICLE VI

AMENDMENTS

Section 1: ***Amendment of Bylaws.*** These Bylaws may be amended by majority vote of Active Members in attendance at the annual membership meeting or a special meeting called for the purpose of amending the Bylaws. No proposed amendment shall be considered at such a meeting unless it has been distributed to Active Members as part of the notice of meeting issued in accordance with Article V, sections 2 and 3 of these Bylaws.

Revision history