

SUMTER PLAYERS, INC

BYLAWS  
[2-3-2004]

ARTICLE I : MEMBERS

Section 1: A member is that person, firm or corporation who is shown by the records of the corporation to be the holder of one or more fully paid Season Tickets for the current corporate year, provided that all memberships shall expire on the September 30th occurring at least 120 days after registration of the membership.

Section 2: Each member shall be eligible to cast one (1) vote on all matters properly before the membership.

Section 3: There shall be no personal, individual, or other liability whatsoever on the part of any member either for the debts of the corporation or for the act or omission to act of the corporation or any officer, agent or employee thereof.

ARTICLE II: DUES

Section 1: Dues shall be that amount set annually by the Board of Directors as the price of one season ticket to the performances produced by the corporation.

ARTICLE III: MEMBERSHIP MEETINGS

Section 1: Meetings of the members shall be held at such time and place within Sumter County, Georgia, as the authority calling the meeting may determine.

Section 2: The Annual Meeting of the members shall take place during the month of May or the month of June in each year.

Section 3: Special meetings of the members may be called by the President, nine or more Directors or by not less than one-tenth ( 1/10) of all members entitled to vote at the meeting.

Section 4: Written notice stating the place, date and time of meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than thirty (30) days prior to the date of the meeting to each member entitled to vote at such meeting.

Section 5: Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of meeting.

Section 6: Those members personally attending shall constitute a quorum at meetings of members.

Section 7: The vote of a majority of members present at a meeting of members shall be sufficient on any question, unless the vote of a greater number is required by law, these BYLAWS or the Articles of Incorporation.

Section 8: Members must vote in person. There shall be no voting by proxy.

Section 9: The officer or agent having charge of the membership records shall cause to be made, not less than ten (10) days prior to any meeting of members, a complete alphabetical list of the names and addresses of the members entitled to vote at such meeting. Such list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any member at any reasonable time. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting. The original membership books shall be prima facie evidence of those who are entitled to examine the list or to vote at such meeting.

Section 10: Any action required by law to be taken at a meeting of the members, or any action which may be taken at such meeting, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all the members entitled to vote on the subject matter of the action.

ARTICLE IV: OFFICERS

Section 1: The officers of the corporation shall consist of President, Vice-President (Finance and Administration), Vice-President (Production), Secretary, and Treasurer. Each shall be elected from the Board of Directors, by the Board of Directors for a term of one year and until a successor is elected. Such election shall take place at the next regularly scheduled meeting of the Board of Directors after the Annual Meeting of the membership; except that, with approval of a majority of the Board of Directors, either the Secretary or the Treasurer, or both, may be persons who are not members of the Board of Directors or members of the corporation.

Section 2: The duties and powers of each officer shall be as prescribed by the Board of Directors and shall specifically include the following:

PRESIDENT The President shall:

1. Be the chief executive officer of the corporation.
2. Preside at all meetings of the members and the Board of Directors.
3. Have general and active management of the business of the corporation.
4. See that the BYLAWS are enforced and that all orders and resolutions of the Board of Directors are carried into effect.
5. Make a report at the annual meeting of members.
6. With the Secretary, sign all written contracts and obligations unless otherwise provided by special vote of the Board of Directors, and no contract shall be valid and binding upon the corporation unless so signed.
7. Appoint the chairmen and all members of the standing and special committees which may be created by the President or the Board of Directors.

VICE-PRESIDENT (FINANCE and ADMINISTRATION)

This officer shall direct and coordinate all matters related to finance (budget, membership, program, publicity and box office); and shall, in the absence or disability of the President, perform and exercise the power of the President.

VICE-PRESIDENT (PRODUCTION)

This officer shall direct and coordinate all matters related to play production (season, stage and equipment, reception and house); and shall, in the absence or disability of both President and Vice-President (Finance), perform and exercise the power of the President.

SECRETARY The Secretary shall:

1. Attend all meetings of the Board of Directors and of the members, recording all the proceedings in a book kept for that purpose.
2. Conduct the correspondence of the corporation and maintain copies of same.
3. Give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors in accordance with the BYLAWS and to each person elected to office notice of election.
4. Keep in safe custody the seal of the corporation, if any, and, when authorized by the Board of Directors, affix it to any instrument requiring it and, when so affixed, it shall be attested by the signature of the Secretary or the Treasurer.
5. Keep a record of the names and current addresses of all members.
6. In the absence from any meeting of the President and both Vice-Presidents, call the meeting to order and a temporary chairman shall be elected.
7. Perform such other duties as may be prescribed by the President.

TREASURER The Treasurer shall:

1. Have the custody of the corporate funds and securities, keeping full and accurate accounts of receipts and disbursements and depositing all monies and other valuable effects in the name and to the credit of the corporation in such depositories as are designated by the Board of Directors.
2. Disburse the funds of the corporation as ordered by the Board of Directors, making proper vouchers therefor and shall render to the President and the Board of Directors at regular meetings and such other times as required by the Board, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer, and/or such other officer or officers or such person or persons, singly or in combination, as the Board of Directors may from time to time designate shall sign all checks or demands for money and notes of the corporation.
3. As empowered by the Board of Directors, sell, invest, reinvest, or transfer the invested funds of the corporation.
4. If required by the Board of Directors, give bond in favor of the corporation in such sum and with such surety or sureties as are satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the corporation, in case of

death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in possession or control of the Treasurer belonging to the corporation.

5. Keep all books and accounts open to inspection by any Director and/or auditor at all reasonable times. Accounts for any preceding corporate year may be audited by an auditor selected by the Board of Directors.

6. Submit to the members at the Annual Meeting of the corporation a report of the financial activities of the corporation for the preceding year.

#### ARTICLE V: Board of Directors

Section 1: The Board of Directors shall consist of not less than eleven (11) and not more than eighteen (18) persons. The Directors shall be divided into three classes substantially equal in size of not more than six (6) Directors, the term of office of one class to expire each year at the Annual Meeting of the corporation. Each Director shall be elected by the members for a term of three (3) years and until a successor shall be elected.

Section 2: The Directors shall have general charge and direction of the affairs and business of the corporation, the care and management of the corporation's invested funds, and other personal property, with the power to invest, re-invest, and transfer the same in their discretion, and they shall consider and pass upon all questions of the appropriation of money, and maintain such office or offices, shall appoint or employ (with or without compensation) such employees and subordinate officers or counsel and make such other expenditures as they may deem necessary or desirable for the furtherance of the purposes and affairs of the corporation. All such employees, subordinate officers or counsel shall hold employment at the pleasure of the Directors. All Directors shall attend at least a majority of the Director's meetings annually, but this requirement may be waived by the Board.

Section 3: Any officer or director may be removed at any time by a majority vote of all the Directors (or remaining Directors) at any meeting of Directors, if in their judgment such officer or Director, either by illness, neglect, lack of interest, or other cause, shall not have adequately attended to the duties of a Director.

Section 4: All vacancies among the officers and Directors shall be filled by the affirmative vote of the majority of the remaining Directors, provided that such remaining Directors constitute a quorum. In the event there is not a quorum, the remaining Directors must call a meeting of the members to fill the vacancy or vacancies. An officer or Director elected to fill a vacancy shall be elected to fill the predecessor's unexpired term.

Section 5: The members by a vote of two-thirds (2/3) of the members may at any time, with or without cause, remove any or all Directors and officers.

Section 6: In certain cases, to recognize long and valuable service of Directors who, for reasons of age, infirmity, or other reasons wish to resign their membership on the Board of Directors or request that they not be reelected to serve when their term of office expires, the Directors may elect such persons to the office of Director Emeritus. A Director Emeritus who is an active member of the corporation shall be notified of and invited to all meetings of the Board of Directors and shall have the privilege of the floor at those meetings. A Director Emeritus, however, shall have no vote, and may not chair any standing or ad hoc committee when such might be assigned to a serving Director. To be eligible for election to the office of Director Emeritus a candidate must be nominated by a serving director, must have served for a minimum of nine (9) consecutive years on the Board of Directors and must be, except as noted below, serving at the time of nomination, and must have exhibited exemplary service as an officer of the corporation and/or chair of one or more of the standing committees. After nomination, the candidate must receive an affirmative vote of at least twelve (12) serving Directors.

#### ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Meetings of the Board of Directors, regular or special, shall be held within Sumter County, Georgia.

Section 2: The first meeting of each newly constituted Board of Directors shall be held at the next regularly scheduled meeting following the Annual Meeting of the members.

Section 3: Regular meetings of the Board of Directors shall be held not less than monthly without notice at such time and place as shall from time to time be determined by the Board of Directors.

Section 4: Special meetings of the Board of Directors may be called by the President or, at the written request of six (6) Directors, by the Secretary. Written notice of special meetings of the Board of Directors shall be given to each Director at least two (2) days before the date of the meeting. Neither the business to be transacted, 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.

Section 5: A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, these BYLAWS or the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the adjourned meeting, until a quorum shall be present. No Director may vote by proxy at a meeting of the Board of Directors.

Section 6: The officers of the corporation shall be the Executive Committee of the corporation and shall be in general charge of the operations of the corporation at all times except when the Board of Directors is in session. The Executive Committee shall have all of the duties, powers, and functions of the Board of Directors when the Board of Directors is not presently in session. The Secretary shall keep accurate minutes of the Executive Committee, and the same shall be read at the next meeting of the Board of Directors.

Section 7: Meetings of the Executive Committee may be formal, informal, electronic or telephonic and a vote of three (3) officers shall constitute an action of the Committee, unless the Board of Directors by specific resolution provides for a greater vote.

#### ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: The President shall appoint a Nominating Committee consisting of three (3) or more members of the corporation, which Committee shall nominate persons for election as Directors at the next Annual Meeting of the members. Such Nominating Committee shall report its nominations to the Secretary who shall submit them to the Board of Directors for approval and who shall include the names of the approved nominees in the notice of the Annual Meeting.

Section 2: Other or additional nominations may be made from the floor at the Annual Meeting by any member.

Section 3: Election of Directors by the members shall be a plurality vote.

Section 4: Newly elected Directors shall take office immediately after the close of the Annual Meeting at which elected.

#### ARTICLE VIII: PLAY DIRECTORS

Section 1: The Board of Directors shall appoint such Play Directors as the Board of Directors deems appropriate and shall fix their duties.

Section 2: A Play Director shall consult and coordinate with the Vice-President (Production) or designee(s) as necessary to complete productions, incurring no expense except as authorized by the Board of Directors and shall have full and final authority in the casting of the productions and the artistic features thereof.

#### ARTICLE IX: COMMITTEES

Section 1: The President, with the consent of the Board of Directors, may from time to time appoint committees to accomplish specified purposes and objectives of the corporation. These committees may be named to function for a limited duration or until terminated by action of the Board of Directors; excepting, however, such committees as may be specifically established as standing committees by the bylaws. The chair of all committees will be a member of the Board of Directors, but committee membership, unless otherwise specified, shall not be restricted to directors or to members of the corporation.

Section 2: There shall be established a Nominating Committee as specified in Article VII. This committee shall also, at the direction of the President, make recommendations to the Board of Directors concerning the election of officers of the corporation.

Section 3: There shall be established a Finance Committee consisting of the Vice-President (Finance and Administration), serving as Chair, and two other directors appointed by the President. This committee shall be responsible for recommending to the Board of Directors appropriate policies and procedures concerning the financial affairs of the corporation and shall cause to be conducted annually an appropriate review of the financial activities of the corporation during the preceding year.

#### ARTICLE X: NOTICES

Section 1: Notices to Directors and members shall be in writing and delivered personally or by mail to the Directors and members at the addresses appearing in the records of the corporation. Notice by mail shall be deemed complete upon mailing with the proper postage affixed.

ARTICLE XI: FISCAL YEAR

Section 1: The fiscal or corporate year of the corporation shall be from June 1 through May 31.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Section 1: Parliamentary authority in all cases not covered by the BYLAWS shall be the rules contained in Roberts Rules of Order, Revised.

ARTICLE XIII: CHANGE OF BYLAWS

Section 1: The BYLAWS may be altered, amended, or repealed or new BYLAWS adopted at any regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 2: No such action may be taken at any meeting unless a notice of said meeting setting forth the substance and effect of the proposed change or changes has been given in the manner specified in ARTICLE X hereof.