

Bylaws of Twin Beach Players, Incorporated

The revised Bylaws were finalized and accepted by the Twin Beach Players (TBP) Board of Directors on April 15, 2020 and the TBP Board of Directors under Article 8, Section 2 voted unanimously to support and ratify these revised TBP Bylaws.

Summary of Key Bylaw Changes:

- 1) Clarification of Youth Troupe Board of Directors Representatives: Article 3 – Sections 1A
States that the Youth Troupe Representatives consist of 1-3 Youth Members Ages 15-19 and constitutes one (1) vote on the Board of Directors.
- 2) Board of Directors Specific Officer Positions - Terms of Office: Article 4 – Section 3
Officers shall be elected by the Board of Directors, not later than the first regular Board meeting following the annual membership meeting and each officer shall hold office for a term of one year.
- 3) Clarification of Board of Directors Executive Sessions: Article 3 – Section 9
States that Executive Sessions will consist only of adult members of the Board of Directors.

ARTICLE 1 PRINCIPAL OFFICE

The principal office of the corporation shall be located at such place as the Board of Directors may from time to time designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for educational and literary purposes as specified in Section 501 (c)(3) of the Internal Revenue Code (IRC), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC. The corporation shall comply with IRC sec. 501(c)(3) and all related provisions of law.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to foster an appreciation of live theater in the Chesapeake Beach/North Beach, Maryland community by providing live theater productions to the residents in the community; by providing residents in the community the opportunity to participate in theater productions; by providing instruction in theater arts to adults and youth in the community by way of meetings, classes, and workshops; and for such other purposes as may be allowed under statute.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors, with one of these members being a Youth Troupe Representative.

SECTION 1. A. Youth Troupe Board of Directors Representative(s)

The Youth Troupe Representative position shall consist of 1 to 3 Youth members, age 15-19 who are nominated by the youth members and voted into position by the membership as a whole during elections and shall retain office for a two-year position. The Youth Troupe Representative position shall collectively constitute one (1) vote on the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be members in good standing, in this state, and at least 18 years of age except for the youth troupe member or members.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and by these Bylaws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation. No compensation for work may be dispensed without a quorum approval from the Board of Directors.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such times and places as required by these Bylaws.
- e) Register their addresses with the Secretary of the corporation.

SECTION 5. ELECTION AND TERM OF OFFICE

Four of the eight adult directors shall be elected at each annual membership meeting. Each director so elected shall hold office for two years. Voting for the election of directors shall be by written ballot in accordance with Article 12, Sections 5, 6, 7, 8, and 10. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board. Directors may run for reelection. Announcement of the elected directors shall be the last order of business at the Annual Membership Meeting. New directors shall take office immediately upon conclusion of the Annual Membership Meeting.

SECTION 6. COMPENSATION

Directors shall serve without compensation.

SECTION 7. MEETINGS

Meetings shall be held at such place as may be designated from time to time by the President or Secretary. Meetings of the Board shall be open to the membership except that the Directors may, by motion, retire to closed sessions only for the purposes of considering matters that would compromise the interests of the corporation or any person. However, all final votes binding upon the Corporation must be taken in a public session.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held each month on a regular monthly schedule to be determined by the Board yearly at its first meeting following the Annual Membership Meeting.

SECTION 9. SPECIAL MEETINGS / EXECUTIVE SESSIONS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, the Treasurer or by any two directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting. If an Executive Session special meeting is called by the Board of Directors, it will consist of only the adult members of the Board of Directors.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors. However, notice must be given of cancellation of meetings to the board members. As regular board meetings are open to the public, such notice should also be given to the general membership via a timely and reasonable method, such as posting on the Corporation's Facebook page.
- b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In

the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call at least 24 hours prior to the scheduled meeting time. To the extent practicable, members shall be notified of special meetings, but the notice requirements of this paragraph shall not apply to such non-director members.

- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of six of the members (two thirds) of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be decided by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn provided, however, that Directors and other members present may entertain discussions before or after the motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law requires a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. Any director may be removed from office, with cause, by a two-thirds vote of all the other directors, not just those in attendance at the meeting.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

A person elected to fill a vacancy on the board shall hold office until the next annual meeting of the membership, at which time a new Director or Directors shall be elected by the members to serve out the remaining term (if any) of the Director or Directors' seat, or until his or her death, resignation, or removal from office.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4

OFFICERS

SECTION 1. DESIGNATION OF BOARD OF DIRECTORS SPECIFIC OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Officers shall be regular members of the corporation. The President, Vice President, Secretary, and Treasurer must be chosen from among the directors of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, not later than the first regular Board meeting following the annual membership meeting and each officer shall hold office for a term of one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In event of a vacancy in the office of President, in the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the corporation or at such other place as the board may determine, a file of minutes of all meetings of the directors, and, if applicable, meetings of committees, of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law

- or the provisions of these Bylaws, to duly executed documents of the corporation.
- d) Keep at the principal office of the corporation a membership list containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership list together with the date on which such membership ceased.
 - e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership list, and the minutes of the proceedings of the directors of the corporation.
 - f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

- a) 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, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- c) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- d) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- e) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- g) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- h) The Treasurer or the President when there is no elected Treasurer will be responsible for filing both State and Federal taxes each year to ensure the Corporation's 501(c)(3) status remains active.

SECTION 10. COMPENSATION

Officers shall serve without compensation.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of 3 Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

ARTICLE 6 EXECUTION OF CHECKS AND NOTES

The Treasurer and the President shall have oversight of banking cards and checks subject to the designation of

and review by the appointed Board of Director Treasurer. All expenses should be reported to the Treasurer in advance of bank summary. Other Board Members may have access to a line of credit, via a credit card, at the discretion of the Treasurer and the President.

ARTICLE 7

CORPORATE RECORDS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office, online in a shared drive, or other place designated by the Board of Directors:

- a) Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a) To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- c) Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

ARTICLE 8

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT BY MEMBERS

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by vote of the membership at an annual or special membership meeting in accordance with Article 12, Sections 5, 6, 7, 8, and 10, provided, however, that a minimum of 15 members must be present at such meeting. Amendments may be proposed by the Board of Directors or by any member submitting such proposed amendments to the Board before its regular meeting at least one month prior to the membership meeting at which the proposed amendments are to be considered. Members will be notified of the proposed amendments along with the meeting notice given in accordance with Article 12, Section 4.

SECTION 2. AMENDMENT BY BOARD OF DIRECTORS

Bylaws may be amended by vote of the Board of Directors, as it deems necessary to assure the proper and effective operation of the corporation, provided that such amendments be ratified by the membership not later than the next annual meeting. Such amendments will take effect on an interim basis immediately, unless their terms stipulate differently, but will be rescinded immediately upon the termination of the next annual membership meeting unless ratified by the membership at that time.

ARTICLE 9

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding- provisions of any future federal tax code.

ARTICLE 10

MEMBERS

SECTION 1. NATURE OF ORGANIZATION

The Twin Beach Players shall be a membership organization.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership in the corporation shall be open to any natural person.

The corporation shall have three classes of members:

- 1) Regular Members – must pay dues in accordance with Section 4 of this Article and are entitled to vote in elections of directors, for changes to Bylaws, and on any other matters put to vote of the members.
- 2) Youth Members – members under the age of 18, shall pay dues but shall not be entitled to vote in elections of adult directors or on changes to Bylaws but may vote, in the election of a Youth Troupe Board Member, and for awards at the Annual Membership meeting.
- 3) Honorary Members – designated by vote of the Board of Directors or of the membership. Dues shall be waived for these members, who shall not be entitled to vote for directors or on changes to Bylaws but may vote, at the discretion of the Board or membership, on other matters that the directors may present to votes of the general membership.

No member shall hold more than one membership in the corporation.

SECTION 3. ADMISSION OF MEMBERS

Members shall be admitted upon completion of the membership form and payment of the first annual dues, as specified in the following sections of this Bylaw.

SECTION 4. FEES AND DUES

Dues for each year shall be determined by the Board from time-to time and changes in dues shall take effect at the year beginning with the next annual meeting of the membership, provided, however, that the membership may, at the annual meeting, vote to override the Board with respect to the setting of dues.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP LISTS

The corporation shall keep a membership list containing the name and address of each member. Termination of the membership of any member shall be recorded on the list, together with the date of termination of such membership. The corporation shall also keep, to the extent practicable, an additional list of persons interested in becoming members or in participating in activities of the corporation. Such lists shall be kept at a place designated by the Board.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b) In case of a failure by any regular member to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after such date. A member may rejoin the corporation by paying annual dues at any time.
- c) After providing the member with reasonable written notice and an opportunity to be heard either orally

or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 11

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL MEETINGS

An annual meeting of members shall be held during the month of January or as soon thereafter as practicable on a date deemed by the Board to be convenient for the membership, for the purpose of electing directors and transacting other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, or by facsimile machine, or by email provided however, in the case of facsimile or email notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile or email transmission.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

The Secretary shall attempt, to the extent practicable, to also so to notify all persons on the list of those interested in becoming members, but such persons shall not be entitled to such rights of notice nor shall their waiver be required.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of thirty percent of the voting members represented in person or by proxy except as provided in Section 1 of Article 9 for amendment of Bylaws. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. For purposes of determining a quorum, the membership total will consist of all members in good standing for the year prior to the annual membership meeting and all new members joining prior to or at the annual membership meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each regular member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot. Youth paying members who are age 18 or older shall be allowed to vote on the election of all Directors. Youth paying members who are under age 18 may only be allowed to vote on the Youth Troupe Board Member.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- 1) set forth the proposed action,
- 2) provide an opportunity to specify approval or disapproval of each proposal,
- 3) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- 4) shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 9. CONDUCT OF MEETINGS

Meetings shall be governed by Robert's Rules of Order.

SECTION 10. VOTING BY PROXY

Proxy voting shall be permitted at membership meetings. Proxies must be signed and dated by the absent member, name the member authorized to cast the proxy vote and state the specific issue(s) on which the proxy may be used.

ARTICLE 12

DISSOLUTION

The Corporation may be dissolved by a unanimous vote of all the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this day of April 15, 2020

Audra Vernier, President

Dated: April 15, 2020

I, the undersigned, being Secretary of Twin Beach Players, Inc, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Cheryl Thompson, Secretary

Dated: April 15, 2020