

## By-laws of Twin Beach Players, Incorporated

The revised by-laws were finalized and accepted by the Board of Directors on January 29, 2017. The TBP Membership voted unanimously to support and ratified the TBP By-Laws at the Annual Meeting of the Membership on January 29, 2017.

### Summary of By-law Changes

- 1) Number of Directors: New version provides for election of a nine member board of directors by membership for two year staggered terms with 4 of the 8 directors elected at each annual meeting (see Article 3, Section 1). The Board of Directors now consists of 8 adult members and 1 Youth Troupe member (see Article 3, Section 1.A.) for a total of 9 Board members.
- 2) Qualification of Board Members: A provision was made for the election a Youth Representative to the Board (see Article 3, Section 2).
- 3) Election and Term of Office: Four of the 8 adult directors will be elected at each annual meeting (see Article 3, Section 5).
- 4) A quorum shall consist of 6 (two-thirds) of the members of the board of directors. (see Article 3, Section 11).
- 5) Execution of Checks and Notes has been reconstructed (see Article 6).
- 6) Qualification of Members: See Article 11 Section 2 (2) - Youth Members. All Junior members are now designated as Youth Members.
- 7) Admission of Members has been reconstructed. (See Article 11, Section 3.)
- 8) Voting Rights have been reconstructed. (Article 12, Section 7).

## ARTICLE I

### 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, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

#### 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 Member

The Youth Troupe Representative shall be a Youth member, age 16-18 who is 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.

#### SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority excepting the youth troupe member, in this state. Other qualifications for directors of this corporation shall be as follows: Members in good standing who can present their reasoning and intentions for joining. Approval of new directors qualifications will be determined by the existing directors.

#### SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these By-laws 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 By-laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, 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 with out 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 By-laws;
- (e) Register their addresses with the Secretary of the corporation.

#### \*SECTION 5. ELECTION AND TERM OF OFFICE

Four of the eight directors shall be elected at each annual membership meeting. Each director so elected shall hold office until the annual meeting of the membership two years after the meeting at which he or she is elected or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Terms of Directors shall commence immediately upon their election. 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 upon the expiration of their terms.

#### 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.

#### 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

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting.



#### 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.

(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 quorum 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 shall be elected by the members to serve out the remaining term (if any) of the Director's 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 By-laws or provisions of law.

### ARTICLE 4

#### OFFICERS

##### SECTION 1. DESIGNATION OF 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 and Vice President 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 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 By-laws, 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 By-laws, 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 By-laws, or as may be prescribed by the Board of Directors.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these By-laws as amended or otherwise altered to date.

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.

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 By-laws, to duly executed documents of the corporation.

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.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the By-laws, the membership list, and the minutes of the proceedings of the directors of the corporation.

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 By-laws, or which may be assigned to him or her from

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

Due to the introduction of electronic banking, the Treasurer and the President will 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 By-laws 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.

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 By-laws, and provisions of law.

ARTICLE 8 IRC 501(c) (3)

TAX EXEMPTION PROVISIONS

The corporation shall comply with IRC sec. 501(c) (3) and all related provisions of law. The Treasurer or the President when there is no elected Treasurer will be responsible for filing both State and Federal taxes each year to insure our 501(c) status remains active.

ARTICLE 9

AMENDMENT OF Byl-aws

SECTION 1. AMENDMENT BY MEMBERS

Except as may otherwise be specified under provisions of law, these Byl-aws may be altered, amended, or repealed and new Byl-aws 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

Byl-aws 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 10

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Byl-aws 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 Byl-aws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Byl-aws shall be unaffected by such holding.

All references in these By-laws 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 11  
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 By-laws, 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 By-laws 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 By-laws 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 by-law.

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:

(1) 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.

(2) 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.

(3) 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 12

### 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 By-laws, 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 By-laws. Except as otherwise provided under the Articles of Incorporation, these By-laws, 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 By-laws, 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 of high school age or older shall be allowed to vote on the election of all Directors. Youth paying members who are not yet of high school age 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 By-laws, 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 By-laws.

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 of members 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 all of these persons, by a Chairperson chosen by

a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, 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 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 13 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 January 29, 2017

Kate Harrison, President Dated

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

Lindsay Haas, Secretary Dated

