

**BY-LAWS OF
TROUPE OVER THE HILL
A NON-PROFIT CORPORATION**

Amended November 17, 2014

ARTICLE I ORGANIZATION

1. The name of the organization shall be Troupe Over The Hill.
2. The organization may at its pleasure by a vote of 2/3 of the membership body change its name.

ARTICLE II PURPOSES

The purpose is to provide and conduct community theater, drama and entertainment in order to provide wholesome entertainment to the community of Hilltop Lakes and further to present or sponsor legitimate theater, stage productions, musical performances, conduct acting classes, and production workshops.

ARTICLE III MEMBERSHIP

Voting membership in this organization shall be open to all who submit a desire for membership, subscribe to the purpose of Troupe Over The Hill by their support and active participation and by completing a registration form and paying annual dues.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held in November each and every year. The Board of Directors shall fix the date and time of the Annual Meeting.

The Secretary shall cause to be distributed to every member a notice telling the time and place of such annual meeting at least ten (10) days prior to the meeting.

Regular meetings of this organization shall be held monthly as open meetings.

A quorum shall consist of 1/3 (one third) of the voting members.

A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meetings shall be announced to all members before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of Board of Directors, all votes shall be by voice. For election of Board of Directors, ballots shall be provided.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

All business shall be conducted according to accepted standards of parliamentary procedure as defined in Robert's Rules of Order.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, together with the officers of this organization.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of 3 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

51 % percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors may be held monthly or as needed.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the remainder of the term that was vacated.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select officers from their members.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President:

Vice President:

Secretary:

Treasurer:

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates required by law are properly kept or filed.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records and seal of this organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He may render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XI INTELLECTUAL PROPERTY

Troupe Over The Hill will support individual intellectual property by paying royalty, membership, and other fees that are deemed necessary for production purposes.

ARTICLE XII COMMITTEES

All committees, temporary or permanent (standing committees) of this organization shall be appointed by the President of the Board of Directors with approval of the Board of Directors.

ARTICLE XIII DUES

The dues of this organization to be determined at the annual meeting and shall be payable on or before each fiscal year.

ARTICLE XIV DISSOLUTION OF ASSETS

In the event of dissolution or final liquidation of Troupe Over The Hill, all assets, after all liabilities and obligations of the organization have been paid satisfied and discharged, shall be assigned to a charitable or educational organization.

ARTICLE XV AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than (51%) percent of the voting members in attendance at the annual meeting.