

CONSTITUTION SMITHFIELD LITTLE THEATER INC.
SMITHFIELD, VIRGINIA

AMENDED JANUARY 1972
AMENDED MAY 1, 1973
AMENDED AUG 11, 1981
AMENDED AUG 1984
AMENDED JUNE , 5 / 2000

PREAMBLE:

This Constitution is prepared and adopted for the government of the Smithfield Little Theater, inc., a corporation, organized September 17, 1962 not for profit, under the laws of the Commonwealth of Virginia, and incorporated on the 25th day of July, 1967.

ARTICLE I: Name and Location

The name of this organization shall be The Smithfield Little Theater, Inc., and shall be located in the Town of Smithfield, in the Commonwealth of Virginia.

ARTICLE II: Membership

Section 1. Membership is open to anyone, 18 years of age or older, upon payment of \$1.00 annual membership fee. Each member is allowed to vote at any meeting of the general membership.

Section 2. The Board of Directors shall be authorized to establish any additional class or classes of membership as may be deemed necessary.

ARTICLE III: Board of Directors

Section 1. The control of this organization shall be vested in a board of directors of nine (9) members.

Section 2. Any member of the corporation in good standing is qualified to serve as a director.

Section 3. The directors shall conduct, manage and control the business of this corporation, and shall make rules and regulations not inconsistent with the laws of the Commonwealth of Virginia, and the Constitution and By-laws of this Corporation.

Section 4. The Board of Directors shall approve and authorize the budget for each production undertaken by the corporation, and must approve any request to exceed the authorized budget for any production.

Section 5. If the office of any director or officer of the Smithfield Little Theater, Inc. becomes vacant, the president of the Smithfield Little Theater, Inc., with the approval of the Board of Directors shall appoint a successor who will hold office for the unexpired term.

Section 6. The Board of Directors shall consist of nine members elected for 3 year terms, three elected each year. *

Section 7. The Board of Directors shall be responsible for approving plays, producers, and directors as presented by the play committee.

ARTICLE IV: Officers

Section 1. The officers of this corporation shall consist of a President, Vice-President, Secretary, and Treasurer, all of whom shall be elected from the Board of Directors by the members of the Board. one person may hold two (2) of these positions.

Section 2. The officers name in Article IV, Section 1, shall constitute the Executive Committee of this corporation, and during such times as the Board of Directors shall not be in session, shall exercise all powers subject to ratification and approval thereof by the Board of Directors.

Section 3. The officers of this corporation shall be elected for a (1) one year term.

CONSTITUTION SMITHFIELD LITTLE THEATER INC.

SMITHFIELD, VIRGINIA

Section 4. The president shall be ex-officio, general manager of this corporation; shall call meetings of directors and members when he (or she) deems necessary; shall generally supervise and direct all corporate affairs; shall sign all contracts, conveyances, mortgages, notes or other documents, when authorized by the Board of Directors

Section 5. The vice-president shall generally have charge of the physical property of the corporation and shall maintain same in an orderly condition. He (or she) shall also perform such other duties in connection with the business of the corporation as the president may direct and request. If the president resigns or be otherwise unable to fulfill his duties, the vice-president shall be elevated to president. The Board of Directors at it's next regularly scheduled meeting shall elect a new vice-president for the remainder of the term and shall appoint a new board member if necessary

Section 6. It shall be the duty of the secretary to notify members and directors of all regular and special meetings as provided in the constitution and by-laws of the corporation. The secretary shall be clerk of the Board of Directors and of meetings of the membership; shall keep accurate and permanent record thereof; shall have charge of the general correspondence of the corporation; and shall maintain an accurate membership list.

Section 7. the treasurer shall have custody of all cash, funds and securities of the corporation, keeping an accurate record thereof; disbursing funds of the corporation only in accounts approved either by the president or vice-president; and shall maintain deposits of all funds in the corporations name. checks on corporate funds shall be signed by the treasurer. At annual meetings, or more often if requested by directors, an accurate report of receipts, expenditures and accounts of the corporation shall be made. during absence of the treasurer, checks on corporate funds shall be signed by the President.

ARTICLE V: Meetings

Section 1. Special meetings of the membership may be called by:

- (a) the President; or
- (b) by one- third of the Directors elected and serving; or
- (c) one -half of the general members in good standing on written petition made to the President or Secretary. Notice must be given by publication in a newspaper of general circulation in the town of Smithfield one week prior to any special meeting that may be called, and only such business may be transacted as is designated in the call thereof.

Section 2. The Board of directors shall meet once each month at a date, hour and place to be determined by the Board of Directors. Special meetings of the Directors may be called by the President and must be called on written petition of three (3) members thereof. Any business not precluded by the by-laws may be conducted.

ARTICLE VI: Committees

Section 1. The President , upon authority and approval of the Board of Directors, shall appoint such committees and/or committee chairman as he (or she) may deem necessary or expedient for carrying on the business or promoting the best interest of the corporation.

Section 2. There shall be a play committee appointed by the President. This committee shall consist of not less than three (3) members of the corporation whose function shall be to read all plays proposed for production and to recommend to the Board of Directors, for their approval, such plays, in the opinion of the committee, well best fulfill the purpose of the corporation. The play committee shall also have the function of suggesting directors and producers for the plays presented and approved by the Board of Directors.

CONSTITUTION SMITHFIELD LITTLE THEATER INC.
SMITHFIELD, VIRGINIA

ARTICLE VII: Quorum

Section 1. Five (5) Board members, two (2) of which shall be officers, and such voting members that attend a regular or special meeting of the Corporation membership shall constitute a quorum.

Section 2. Five (5) members of the Board of Directors shall constitute a quorum at any regular and special meetings of the Board of Directors.

ARTICLE VIII: Fiscal Year

Section 1. The fiscal year of the Corporation shall extend from July 1 to June 30.

ARTICLE IX: Election of the Board of Directors

Section 1. At least 30 days prior to the open annual meeting the President shall appoint a nomination committee of three (3) members, one (1) from the Board of Directors and two (2) from the general membership. this committee shall select a ticket, to fill the vacancies on the Board of Directors, occurring at the close of the season. Such nominees must be current voting members and must consent in advance to being nominated.

Section 2. Any member in good standing may nominate one (1) or more candidates to fill the vacancies occurring on the Board of Directors at the close of the season, with the consent of the nominee.

ARTICLE X: Amendments and Repeals

Section 1. This constitution and By-laws may be amended or repeals may be made by three-fourths (3/4) vote of all the members voting at any regular or special meeting of the membership where not less than the number of votes constituting a quorum is registered.

ARTICLE XI: Distribution of Assets

Section 1. Should the purpose for which this corporation (Smithfield Little Theater) should cease, or should activities terminate, or cease to exist, all of its assets should be distributed to one or more charitable or non-profit organizations in the town of Smithfield or in Isle of Wight County, to be determined by 3/4 vote of all voting members at any regular or special meeting of the voting membership constituting a quorum as registered, subject to the requirements and terms of the Internal Revenue Code and that all questions with regards to such distribution be resolved by the decision of the proper court in Isle of Wight County

The undersigned, being all of the members having voting rights of the Smithfield Little Theater, Inc., a corporation formed and operated under the laws of the Commonwealth of Virginia, understanding that the Board of Directors of said corporation has voted to amend the Articles of Incorporation in the manner hereinafter set forth, hereby declare themselves to be in favor of amending the said articles in the following manner, hereby waving regular notice, presentment and voting on the said amendment in a regular or special business meeting;

RESOLVED: That Paragraph (b) of the Articles of Incorporation be amended to read:

(b) The purpose or purposes for which the corporation is organized are:

To produce and perform plays and musical productions for the purpose of public education and entertainment, which said acts shall be exclusively for the literary and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1954.

CONSTITUTION SMITHFIELD LITTLE THEATER INC.
SMITHFIELD, VIRGINIA

RESOLVED: That Paragraph (h) be added to the Articles of Incorporation, as follows:

(h) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph (b) hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ABOVE AMENDMENTS TO THE ARTICLES OF INCORPORATION VOTED UPON AND PASSED JAN/1/1973.