

STONY HILL PLAYERS/PEBBLE PLAYERS YOUTH THEATRE CONSTITUTION

Article I. Name

1. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 or any future tax code.
2. The name of this organization shall be Stony Hill Players, Inc. The date of incorporation is June 20, 1952.
3. The youth division of Stony Hill Players will do business as (DBA) Pebble Players Youth Theatre.

Article II. Mission

1. The mission of the Stony Hill Players/Pebble Players Youth Theatre shall be:
 - a) To produce and present theatrical works.
 - b) To foster an appreciation for the theatrical arts through active participation in all phases of production.
 - c) To promote an appreciation for theatrical excellence in our community.

Article III. Membership

1. An Active Member is one who has been accepted into membership and who agrees to the responsibilities of membership as set forth in the Bylaws. Only Active Members have the right to vote and hold office.
2. No Active Member shall receive any pecuniary gain, benefit or profit – incidental or otherwise – from the activities, financial accounts and resources of Stony Hill Players/Pebble Players Youth Theatre, except as honoraria for:
 - a) Directing (at some level) of a Stony Hill Players/Pebble Players Youth Theatre production
 - b) As reimbursement of actual, reasonable expenses associated with a Stony Hill Players/Pebble Players Youth Theatre activity, when authorized by the Executive Board.

Article IV. Officers

1. The Officers of Stony Hill Players/Pebble Players Youth Theatre shall consist of:
 - a) President,
 - b) First Vice President,
 - c) Second Vice President,
 - d) Treasurer,
 - e) Corresponding Secretary,
 - f) Recording Secretary.

STONY HILL PLAYERS/PEBBLE PLAYERS YOUTH THEATRE CONSTITUTION

2. These Officers, and the immediate past President, shall constitute the Executive Board. All Officers shall be elected annually at the fourth quarter General Meeting by a majority vote of all Active Members voting.
3. In the case in which the number of Active Members drops below 20, the Executive board may agree to combine the roles of:
 - a) First Vice President and Second Vice-President
 - b) Corresponding Secretary and Recording Secretary
4. An Officer shall not be held personally liable for monetary damages for any action conducted on behalf of Stony Hill Players/Pebble Players Youth Theatre unless both of the following conditions apply:
 - a) The Officer has breached or failed to perform the duties of his office as defined in the Bylaws.
 - b) The breach or failure to perform constitutes self-dealing, willful misconduct or gross recklessness.
5. No Officer shall receive any compensation, or other tangible or financial benefit, for service on the Executive Board.

Article V. Meetings

1. Executive Board Meetings
 - a) It is expected that the Executive Board meet monthly, or as called by the President.
 - b) The Executive Board may reschedule or cancel an Executive Board meeting.
 - c) Two-thirds of the Executive Board (to the nearest-high whole number) shall comprise a quorum to transact business.
 - d) All Active Members are welcome to attend and contribute to the Executive Board Meetings but will not have any voting privileges.
2. General Meetings
 - a) Stony Hill Players/Pebble Players Youth Theatre shall convene General Meetings in the second and fourth quarters of the fiscal year – ideally targeting the months of November and April.
 - b) Other General Meetings may be convened by the Executive Board as needed.
 - c) All Active Members, Subscribers and Patrons are invited.
 - d) One-quarter of Active Members (to the nearest-high whole number) shall comprise a quorum to transact business.
 - e) Any member submitting an absentee ballot of an officer prior to a General meeting shall be counted as “present” for the purpose of the vote for which the ballot was submitted.
 - f) The specific dates for General meetings shall be determined by the Executive Board and communicated to all members at least 14 days prior to the scheduled date.

STONY HILL PLAYERS/PEBBLE PLAYERS YOUTH THEATRE CONSTITUTION

- g) If a quorum is not in attendance at any General Meeting, the Executive Board shall convene an emergency meeting to reschedule the General Meeting, and communicate that schedule via U.S. mail to all members at least 14 days prior to the scheduled date.
3. In the case in which the number of Active Members drops below 20, the Executive board may agree to combine the required General Meetings with the corresponding Executive Board meetings. All Active Members present at the combined meetings will be able to participate in all votes taken.
4. Transactions of all business at either an Executive Board or General Meeting, except as provided for in the Constitution and Bylaws, shall require an affirmative vote of the majority of Active Members present (to the nearest-high whole number)

Article VI. Activities Prohibited by the IRS

1. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
 - a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or
 - b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Article VII. Dissolution

1. Upon dissolution of the corporation, assets shall be distributed by the final Executive Board:
 - a) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or
 - b) to the local, state or federal government, for a public purpose.
2. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII. Amendments

1. At a General Meeting, this Constitution may be amended by a two-thirds vote, to the nearest-high whole number, of all Active Members voting.
 - a) A written notice of the proposed amendment shall be sent to all Active Members at least 14 days prior to the meeting.
 - b) There shall be no voting by proxy.
 - c) All Active Members unable to be present may submit absentee ballots to an Officer prior to the meeting.