

**BY-LAWS OF
ROYAL PLAYERS, INC.**
(As amended—January, 2007)

Article I: Purpose

The purpose of the Royal Players, Inc., shall be to improve the quality of life in the community by offering opportunities for creative activity, artistic expression, and quality entertainment. The Corporation shall exist exclusively for educational, civic, and benevolent purposes.

Article II: Membership and Dues

Section 1: Active membership shall be open to all persons who are interested in the purpose of the Corporation.

Section 2: The members of the Corporation, meeting in a general membership session, will set the amount of annual dues and may, at its option, establish a non-voting class of membership for students who desire to participate in the activities of the Corporation.

Article III: Meetings

Section 1: The Corporation shall have one annual general membership early in the first quarter of the year. Other quarterly meetings may be held at the discretion of the Board of Directors or at the written request of ten members of the Corporation. The President or Vice President, Secretary or designate, parliamentarian, and active members shall constitute a quorum for the general meeting.

Section 2: The Board of Directors shall meet once a month at a time to be set by the board.

Article IV: Officers and Elections

Section 1: Officers shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer, and Young Players' Director. These officers shall be elected at the annual meeting of the membership. The immediate past President shall serve on the board and retain voting rights.

Section 2: Nominations for officers may be made from the floor, provided that the nominee has consented to serve. Election shall be by a simple majority vote of those present at the meeting.

Section 3: Officers shall be elected for the term of one year and shall be eligible for re-election.

Section 4: Vacancies in office shall be filled by the Board of Directors.

Article V: Duties of the Officers

Section 1: The president shall preside at all meetings of the Corporation and of the Board of Directors. The president shall be an ex-officio member of all committees.

Section 2: The vice president shall perform the duties of the president in the absence of that officer and shall be an ex-officio member of all committees.

Section 3: The secretary shall keep a record of all meetings of the Corporation and of the Board of Directors and send them to board members for review in a timely manner.

Section 4: The treasurer or assistant shall receive all monies of the Corporation; shall keep an accurate record of receipts and expenditures; shall pay out funds as authorized by the Board of Directors; shall make a presentation of accounts at each meeting of the membership and of the Board of Directors.

Section 5: The Young Players' director shall present a report to the Board of Directors.

Section 6: A parliamentarian shall be chosen by the President from the membership. This is a non-voting position on the Board of Directors. It is the responsibility of the parliamentarian to be well versed in the rules and procedures as outlined in Robert's Rules of Order and the By-laws and Policies of the Royal Players so as to

advise the Board. When changes in the By-laws are to be considered, the parliamentarian shall present the final form of By-law changes to the membership at a general business meeting and conduct the voting for the approval process. The parliamentarian shall bring copies of the Bylaws, Policies, and Robert's Rules of Order to all meetings.

Article V: Board of Directors

Section 1: Six directors-at-large and the officers of the corporation shall comprise the Board of Directors. Directors whose terms expire will be elected by vote of the entire membership at the annual membership meeting.

Section 2: The Board of Directors makes all decisions relating to the business of the organization.

- A. All decisions require that a quorum be present. A quorum shall be defined as the president or vice president, secretary or designate, and four other members of the board.
- B. Names of board members in attendance shall be included in the minutes.

Section 3: The Board of Directors will establish all policies for the organization. Members will be notified of any new policies adopted.

Section 4: All meetings will be open to interested members or visitors unless an executive session is called by the president or vice president to discuss a specific issue.

Section 5: The board shall hire a director for each production. For musical productions, it is the responsibility of the director to choose a musical director. Honorariums or stipends must be approved by the board.

Section 6: Terms of office for board members shall be three years, and shall be staggered, with two members elected each year. No board member shall be permitted to serve more than one consecutive term.

Section 7: A copy of the Policies and By-laws shall be available to members upon request.

Section 8: Vacancies of any elected office shall be filled by the Board of Directors.

Section 9: Only one member from any immediate family may serve as a voting member of the board.

Article VII: Committees

Section 1: There shall be the following standing committees: Marketing and Fundraising, Building Committee, and Play Selection. Rental of the theatre will be regulated by the building commissioners appointed by the President.

Article VIII: Parliamentary Authority

Robert's Rules of Order, Revised shall govern this Corporation in all cases in which they are applicable and in which they are not inconsistent with the bylaws.

Article IX: Amendments

These bylaws may be amended at any general membership meeting by two-thirds of the membership present and voting, providing that the reading of the proposed amendment(s) is made at the previous membership meeting.

Article X: Principal Place of Business

The principal place of business for this Corporation shall be The Royal Theatre, 111 South Market Street, Benton, Arkansas.

Article XL: Disposition of Funds

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets in a manner consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

Article XII: Limitations

No part of the net earnings of the corporation shall insure the benefit of or be in any way distributable to members, officers, or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws. No substantial part of the activities of this Corporation shall be the promulgation of propaganda or other attempt to influence legislation, and the Corporation shall not participate in any political campaign on behalf of any specific candidate for public office, with the exception of space rental.

Article XIII: Indemnification

The corporation shall indemnify any person made a party to any civil or criminal action, suit, or proceeding, by reason of the fact that the person is or was acting in the person's duty and capacity as a director, officer, committee member, employee, agent, or volunteer of the corporation against legal expenses, fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that the person's conduct was unlawful, except with respect to any claim, issue, or matter which the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation.

Article XIV: Permitted Activities

The Corporation shall conduct only activities permitted by Section 501 (c)(3) of the Internal Revenue Code.