

BYLAWS
OF
STERLING PLAYMAKERS

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

SECTION 1. The name of this Corporation shall be STERLING PLAYMAKERS, hereafter referred to as the Corporation. Its principal office will be at the Sterling Community Center, 120 Enterprise Street, Sterling, Virginia 20164, which is the registered office of the Corporation, or at such other site as may be designated by the Board of Directors.

ARTICLE II

MEMBERS AND MEMBERSHIP

SECTION 1. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filling out an application or other written statement subscribing to such purposes in such form as the Board of Directors shall prescribe, and subject to such terms and to the payment of such dues as the Board of Directors may, from time to time, establish.

SECTION 2. All members of the Corporation shall be of the same class, which shall be by Households; **with one vote per membership**. No proxy or absentee voting is allowed. In case of a tie, lots are drawn.

SECTION 3. Any member may resign by submitting written notice to the Secretary of the Corporation.

SECTION 4. The Board of Directors may in its discretion provide for suspension or termination of the membership of any member who becomes and remains in default of any financial obligation to the Corporation.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. The governing body of the Corporation shall be a Board of thirteen (13) Directors, except the first Board of Directors shall consist of nine (9) persons named in the Amended Articles of Incorporation. Directors shall be elected by majority vote of the general membership at the Annual Meeting each year on a rotating basis with only one-third of the Board of Directors' terms expiring each year (4-4-5). The term of office for each Board member shall be three (3) years. Each Director shall be a member in good standing of the Corporation, shall hold office for the term for which he/she is elected, and until his/her successor shall have been elected and qualified. Directors in office may be reelected for one or more additional terms.

SECTION 2. Any member of the general membership may nominate a member for election to a position on the Board of Directors. The Board will receive these nominations by a deadline set by the Board each year, and inform the general membership of the possible candidates in writing at least one month prior to the Annual Meeting. It is strongly encouraged that nominees attend at least two Board meetings prior to the election.

SECTION 3. In addition to the duties, responsibilities, powers and obligations conferred or imposed upon the Directors by the law of the Commonwealth of Virginia, or by the Articles of Incorporation, the Board of Directors shall have power to adopt and amend these Bylaws by affirmative action of a majority of the Board of Directors in office; to solicit and receive and dispose of all donations in furtherance of the purposes of the Corporation; to adopt statements of policy and direction and to take actions appropriate to the purposes of the Corporation; to act as the final authority on all matters arising in the Corporation for which authority has not been given to some other officer or governance body by the law of Virginia, the Articles of Incorporation, or the Bylaws.

SECTION 4. Any vacancy occurring in the Board of Directors (other than a vacancy arising from a normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors **OR** at the election during the Annual Meeting. A Director so chosen to fill a vacancy shall serve for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two thirds of the Directors in office.

SECTION 5. Directors shall serve on the Board without compensation.

ARTICLE IV MEETINGS

SECTION 1. Regular meetings of the Board of Directors shall be held once a month. Board meetings will take place on the first Tuesday of each month at 7:30PM, or at such other dates or times as the Board may establish. All Board meetings are open to the general membership, who may attend with no voting power. Board Meetings which involve the selection of the year's play season or the selection of play directors may go into private session for these discussions, with only Board members present. Meetings will be held within or without the Commonwealth of Virginia after not less than seven (7) days notice to each Director, subject to waiver of notice as permitted by the Virginia Nonstock Corporation Act. Neither the business to be transacted at, nor the purpose of any regular of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 2. The Annual Meeting of the general membership shall take place the first week of September each year for the purpose of election of the members of the Board of Directors, and yearly report of the condition and activities of the Corporation. All members of the Corporation will be informed of the date, time, and location of the Annual Meeting in writing, via the organizational newsletter.

SECTION 3. Special meetings of the Board of Directors may be called by the Chairman, or in his/her absence, his/her representative at any time as deemed necessary or desirable, provided that Board members have been given twenty-four (24) hours notice of the meeting as to the time, place and business to be discussed. No business shall be transacted at any special meeting except for that which said meeting was called.

SECTION 4. Meetings of the Board of Directors and the Annual Meeting will be held at the Sterling Community Center, 120 Enterprise Street, Sterling, Virginia 20164, unless otherwise ordered by the Chairman of the Board, and special notification of each

Board member or general membership made at least 48 hours prior to the meeting at the alternate location.

SECTION 5. A simple majority of those present at the Board of Directors meeting or Annual Meeting shall constitute a quorum for the transaction of business at all meetings.

SECTION 6. Any member of the general membership having items to be placed on the agenda for the regular or special meetings shall contact the Chairman of the Board prior to the meeting with the information. The Chairman has the option to schedule items at other than the next scheduled meeting if the agenda is lengthy.

SECTION 7. Robert's Rules of Order shall govern the proceedings of all meetings of this organization.

SECTION 8. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a simple majority of the Directors.

ARTICLE V OFFICERS

SECTION 1. The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as deemed necessary by the Board of Directors. These officers of the Corporation shall be chosen from among the Directors in office, at the first meeting of the Board of Directors immediately following the Annual Meeting of the membership.

SECTION 2. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any vacancy occurring in any office of the Corporation (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by affirmative vote of a simple majority of the Board of Directors in office, promptly upon such vacancy occurring. Attendance at Board meetings shall take priority over rehearsals except for the week prior to a show's opening.

CHAIRMAN OF THE BOARD

SECTION 3. The Chairman shall be the principal representative and spokesperson for the Corporation. The Chairman shall be the chief operating officer of the Corporation and shall have general and active management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman shall preside at all meetings of the Board of Directors and the Annual Meeting. The Chairman shall have the power to sign checks for the Corporation.

VICE CHAIRMAN

SECTION 4. The Vice Chairman shall have such powers and perform such duties as may be assigned by the Board of Directors or the Chairman. In the absence of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman, including the power to sign checks for the Corporation. The Vice Chairman shall also have the power to sign contracts for the Corporation.

SECRETARY

SECTION 5. The Secretary shall take and maintain the minutes of all meetings of the Board of Directors, and shall take and maintain the minutes of the Annual Meeting. The Secretary shall present all minutes as recorded, for approval by the Board and the members as appropriate. The Secretary shall be responsible for giving or causing to be given, such notice of all meetings of the Board of Directors and any other meetings as may be required by these Bylaws, and shall maintain the records of the Corporation and the membership rolls. The Secretary shall keep attendance records of all meetings of the Board of Directors, and conduct the correspondence of the Corporation. The Secretary shall have the power to sign checks for the Corporation. The Secretary shall perform such other duties as may be assigned by the Board of Directors or the Chairman of the Board.

TREASURER

SECTION 6. The Treasurer shall have custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all money in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board of Directors, at its regular meetings and Annual Meeting, or at such other time as the Board of Directors so requires, an account of all transactions as Treasurer of the financial condition of the Corporation. The Treasurer has the power to sign checks for the Corporation, and shall maintain any petty cash fund.

ARTICLE VI COMMITTEES

SECTION 1. The Board of Directors shall appoint chairmen from among the members of the Board of Directors for standing committees which may be continued in existence from year to year by action of the Board. Committee chairmen will be chosen annually by the Board at the first Board of Directors' meeting following the Annual Meeting. Standing committees will consist of Season Development, Membership, Technical, Outreach, Information Technology, Web Site, Publicity, Sterling Community Center Liaison, Ways & Means, and such other committees as deemed necessary by the Board of Directors. Committees will be composed of both Board members and general members.

SECTION 2. The Board of Directors may create and appoint chairmen of such temporary or ad hoc committees for such purposes and with such authority and responsibility as may from time to time, be desirable. Temporary committees will be chaired by a member of the Board and/or member of the general membership. Temporary committees may be appointed for the duration of a special project or function as required. This would include, but not be limited to, the Nominating Committee and a producer and his/her staff of a production.

SECTION 3. Each member of the Board of Directors (excluding officers) shall chair or co-chair at least one committee as necessary.

SECTION 4. The designation and appointment of any committee herein and the delegation of any authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

SECTION 5. The duties of some of the standing committee chairmen shall be, though not necessarily limited to those duties listed below.

Membership: Collects dues and keeps a record of all new members and maintains an updated membership list for the purposes of mailing out the membership's newsletter. Maintains the interested party Mailing List of non-members for the purpose of mailing out flyers and information of upcoming Playmakers events. Works with the producer of each production to ascertain that all participants in the production are members of the Corporation.

Season Development: Provides services to the organization to collect and collate information to assist the Board in the selection of each season's program, as well as to identify personnel to support those productions (directors/producers/musicians). The committee also ensures we have facilities in which to conduct rehearsals and performances, manages our box office, library, and music resources, and documents our seasonal productions for historical reasons.

Outreach: Provides Playmakers services to the community at large, establishing relationships with the community (e.g. Girl/Boy Scouts, senior centers), providing entertainment for community events (e.g. SterlingFest), and coordinating the efforts of the Playmakers public events that are not part of the regular season.

Sterling Community Center Liaison: Due to our frequent use and support of the Sterling Community Center, the liaison chairman attends meetings of the Sterling Community Center Advisory Board, and reports back to the Corporation's Board any activities and events that the Corporation may wish to take part. The liaison keeps the Board informed of any changes or new requirements involved in our use of the Community Center facility.

Technical: Maintains a current inventory list of all props, set pieces, lighting and sound equipment owned by the Corporation. Assists all show producers in meeting their technical needs for their production. Maintains all the Corporation's equipment in an orderly fashion in the storage areas used by the Corporation. Advises the Board of any repairs or additions needed in the maintenance of said equipment.

Newsletter: Acts as editor of the monthly membership newsletter, writing, printing, preparing, and mailing out the copies. The newsletter deadline is the Friday following the Board meeting and is to be mailed the following week.

Information Technology: Maintains the Sterling Playmakers web site by keeping it updated with both news of upcoming productions, and other activities, such as meetings, trips, social activities, and news items.

Publicity: Keeps and updates the publicity file of all media contacts and makes it available for all individual show publicity managers. Keeps an ongoing scrapbook of all media coverage of Sterling Playmakers events. Acts as publicity manager for any event not covered by an individual publicity manager, and cultivates and attracts new contacts with the various media. Publicity fosters relationships with various newspaper advertisers and acts as the single point of contact between the Corporation and advertisers. Assists show publicity managers with advertising plans as needed and places the ads with the advertisers. Publicity manages the bulk mailing activities and monitors the telephone hotline.

Ways and Means: Is responsible for initiating, planning and supervising fund raising projects for the organization, other than the regular season productions' income. Seeks donations from individuals, businesses, and such other organizations and institutions to support the projects and the purposes of the Corporation in accordance with 501(c)(3).

SECTION 6: The duties of the temporary committee chairmen shall be, but not limited to the following:

Nominating: Shall provide the general membership with notice of upcoming elections and number of Board positions available via the membership newsletter. Shall receive nominations and bios from the general membership by the deadline set by the Board, compile a list of candidates and their bios to be published in the newsletter at least one month prior to the Annual Meeting and elections. Shall create the ballots and supervise the election of the new Board members.

Producers: The producer of each production sponsored by the Corporation shall act as the liaison/spokesperson for that production to the Board, and shall attend all Board meetings, beginning one month prior to the auditions for the production, and continuing until the production's final financial report is given. The producer is in charge of all business aspects of the production including all financial transactions, and collects all moneys to be handed over to the Treasurer of the Corporation after being recorded by them. The producer is also responsible for filling the staff positions for the production, with the exception of the director, who is chosen by the Board. The producer is basically "Chairman" of the production from beginning to end, and responsible for the smooth running of all aspects of the production, assisted by the director and the Board. All producers are subject to the approval by a simple majority vote of the Board of Directors.

ARTICLE VII FINANCES AND CONTRACTS

SECTION 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer, Chairman of the Board, Vice Chairman, Secretary, or such other officers, or agents of the Corporation, as may, from time to time, be designated by the Board of Directors. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the

Board of Directors shall designate, and in any event, they may be signed by any one (1) of the following four (4) officers, namely, Chairman of the Board, Vice Chairman, Treasurer, or Secretary. The Board of Directors may authorize and empower one or more of the officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with governmental authorities.

SECTION 2. All funds of the Corporation shall be turned over, within ten (10) business days, to the Treasurer, or deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. If the deposit is made by someone other than the Treasurer, a copy of the deposit slip and Deposit Form must be submitted immediately to the Treasurer.

SECTION 3. The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 4. All expenditures of the organization must be approved by the Board of Directors, with the exception of any petty cash fund established by the Board, which will be held by the Treasurer, who will maintain and account for such petty cash fund's balance.

SECTION 5. The Treasurer, Chairman of the Board, Vice Chairman and the Secretary shall each have the power to sign checks on the Bank Account of the Corporation. Checks will be written only when a Check Request form has been filled out. Check Request forms will be submitted to the Treasurer, who will keep a record of all requests.

SECTION 6. The Treasurer of the Corporation will be responsible for keeping accurate, up-to-date records of all financial transactions and providing a report of these at each meeting of the Board. A yearly report will be given each year at the Annual Meeting of the general membership. The Corporation does not pay taxes, but must file a report each year and will pay for this tax preparation.

SECTION 7. It shall be the responsibility of the producer of each proposed production of the Corporation to provide for the approval of the Board of Directors a proposed budget for their production at least one month prior to auditions and/or first rehearsal. The producer then becomes the primary manager of the income and expenditures of his/her production. Following the close of the production, the producer shall submit a final report of income and expenditures to the Board of Directors.

SECTION 8. Membership in the Corporation may be conditioned upon payment of dues or other fees howsoever denominated, by a resolution adopted by the Board of Directors and in such amount and frequency, and with such terms and conditions or qualifications as the Board of Directors may, in such resolution, specify. Dues are based upon a membership by Households, and county or state of residence.

SECTION 9. Any time the Corporation deals with a private organization, a written contract should be drawn up which would include a guarantee payment if the other group cancels.

ARTICLE VIII
FISCAL YEAR

SECTION 1. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of the following June.

ARTICLE IX
GOVERNANCE AND AMENDMENT OF BYLAWS

SECTION 1. The Corporation's internal affairs shall be governed by these Bylaws. Robert's Rules of Order, current revised edition, shall control matters of parliamentary procedure not set out in these Bylaws.

SECTION 2. The Corporation's policies, undertakings, activities and operation shall be governed by (in order of precedence) its Constitution, its Articles of Incorporation, and its Bylaws; and in event of any conflict or inconsistency among its governing documents, the Constitution shall control the Articles and the Articles shall take precedence over these Bylaws.

SECTION 3. These Bylaws may be altered, amended or repealed and new Bylaws may be substituted and adopted therefore, by the Directors at any regular meeting of the Board or by the members at the Annual Meeting, with a simple majority vote, provided that no such action shall be taken which would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor provision. Any proposed amendment to these Bylaws shall be presented to the Board of Directors in writing at least one month prior to the meeting at which the amendment is to be voted upon, unless the majority of Board of Directors present at a meeting call for immediate consideration and action on the proposed amendment. Unless otherwise provided, an amendment to these Bylaws is effective immediately upon its adoption.

THESE BYLAWS ADOPTED ON

Attest.


Secretary