

BLACK HILLS PLAYHOUSE ALUMNI ASSOCIATION

BY-LAWS

(Revised May 14, 2011)

ARTICLE I: PURPOSES

Section 1.01. IRS Section 501 (c) (3) Purposes. This corporation is organized exclusively for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 1.02. Specific Purposes and Objectives. The specific purposes and objectives of this corporation shall be to support and sustain the Black Hills Playhouse in accordance with the purposes and ideals expressed in the words and life of its founder, Dr. Warren M. Lee as follows:

- 1) to bring to its audiences the best theatre performances possible, and
- 2) to serve as a training center for talented young theatre people

ARTICLE II: OFFICES

Section 2.01. Principal Office. The registered office of the corporation shall be as designated in the Articles of Incorporation.

Section 2.02. Change of Address. The Board of Directors of the corporation may, by a majority vote, change the location of the registered office. On or before the day that such a change is to become effective, a statement of such change shall be filed with the Secretary of the State of South Dakota.

Section 2.03. Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities require, and as the Board of Directors may designate.

ARTICLE III: MEMBERSHIP

Section 3.01. Classes of Members. There shall initially be two classes of membership designated as General and Associate.

Section 3.02. General Members. General members are those persons who have been company members or participants in any production at the Black Hills Playhouse.

Section 3.03. Associate Members. Associate members shall be those persons who support the purposes of the Black Hills Playhouse and this Association and who have been patrons of the Black Hills Playhouse.

Section 3.04. Additional Classes of Members. The corporation may have other classes of members, and the Directors, by written resolution, may create other such classes as they shall, from time to time, determine and may fix the qualifications and privileges of such classes.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01. Powers. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, (hereinafter also referred to as the Board,) subject to the provisions of the laws of South Dakota and any limitations in the Articles of Incorporation and these bylaws.

Section 4.02. Duties. It shall be the duty of the directors to:

(1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and by these Bylaws;

(2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation.

(3) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; and

(4) Meet at such times and places as required by the By-laws.

Section 4.03. Qualifications. Directors shall be the age of majority in South Dakota. Other qualifications for Directors of this corporation may be determined by written policy by the Nominating Committee, subject to Board approval.

Section 4.04. Number. The Board shall consist of not less than three (3) and not more than twenty (25) members. The Board, by a majority vote at a regular meeting or a special meeting called therefore, may change the maximum number of Directors on the Board.

Section 4.05. Manner of Election. The Directors shall be elected by a majority vote of the Board at the annual meeting of the corporation.

Section 4.06. Term of Office. Each Director shall serve a term of three (3) years. Nominations for the board shall take place each year, with one third of the positions to be up for nomination and filled by election. To permit rotation of directors in the initial full year of incorporation, one third of the members shall be elected for a three year term, one third for a two year term, and one third for a one year term.

Section 4.07. Compensation. Directors shall serve without compensation, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore, or from receiving reimbursement of actual expenses incurred by reason of attendance at a meeting of the Board.

Section 4.08. Vacancies. Vacancies on the Board shall exist (1) on the death, resignation or removal from office of any Director, and (2) whenever the number of authorized Directors is increased. Vacancies on the Board shall be filled by a majority vote of the remaining members of the Board at a regular meeting or special meeting which shall be called for that purpose. A person elected to fill a vacancy on the Board shall hold office for the unexpired portion of the term of the vacated Board position.

Section 4.09. Removal. Any Director may be removed at any time by a two-thirds vote of the Board members present at an official meeting of the Board, whenever in its judgment the best interests of the corporation would be served thereby. Notice of the proposed removal will be given to members with the

notice of said meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 4.10. Resignation. Any Director may resign his or her position at any time, such resignation to be made by written notice to the Board and to take place at such time as specified in the notice. Unless otherwise specified therein, the acceptance of such resignation by the Board shall not be needed for the resignation to be effective.

Section 4.11. Non-Liability of Directors. The Directors shall not be personally liable for any debts, liabilities, or other obligations of this corporation.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01. Regular Meetings. Regular meetings of the Board shall be held least annually and may be held more often as determined necessary by a majority vote of the Board.

Section 5.02. Special Meetings. Special meetings of the Board may be called at any time by the Executive Director, President of the Board or, in his or her absence, one of the other officers, or by written request of at least two members of the Board. The request for a special meeting must stipulate the matters proposed to be acted upon at the meeting.

Section 5.03. Annual Meeting. The annual meeting of the corporation will be held each year at a time and place to be determined by the Board of Directors for the purpose of electing directors and officers, and presenting a report of the business conducted by the corporation during the previous year.

Section 5.04. Notice of Meetings. Notice of regular, special, and annual meetings will be given at least one week prior to the day such meeting is to be held. Such notice may be oral or written, may be given by first class mail, by telephone, or by facsimile machine or electronic media and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of notice by mail such notice shall be sent to the director's address of record and shall be mailed to arrive at least one week prior to the meeting. In the case of facsimile or electronic media notification, the director to be contacted shall acknowledge personal receipt of such notice by a return message, email or telephone call within twenty-four hours of the transmission.

Section 5.05. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of South Dakota, a waiver of notice made in writing and signed by the director, whether before or after the time of the meeting, shall be the equivalent of the required notice. Appearance at a meeting shall be deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

Section 5.06. Quorum. At meetings of the Board, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

Section 5.07. Majority Action as Board Action. Every act or decision made by a majority of the Directors present at a meeting at which a quorum is present shall be considered to be the act of the Board.

Section 5.08. Action in Writing. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if such action is authorized by a writing or writings signed by all the Directors.

Section 5.09. Voting Procedure. A Director entitled to vote may vote in person or through agreed upon electronic media or may vote by proxy executed in writing by the Director or his authorized attorney in fact and filed with the Secretary of this Corporation prior to the first meeting at which the proxy will be executed. No proxy shall be valid for more than eleven months from the date of its execution.

Section 5.10. Conduct of Meetings. Meetings of the Board shall be presided over by the President of the Corporation, or if no such person has been designated or, in his or her absence, by the Vice-President. If the Vice-President is not designated, or in his or her absence, the Secretary or Treasurer of the Corporation may preside as chosen by a majority of the Directors present at the meeting.

Section 5.11. Records of Meetings. The Secretary of the corporation shall assure that the business of all meetings of the Board is recorded and that such records are duly filed and preserved as required by the Articles of Incorporation, these Bylaws and the laws of South Dakota.

Section 5.12. Procedural Authority. Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the corporation, insofar as such rules are not inconsistent with, or in conflict with, the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 5.13. Virtual Meeting Attendance at Board Meetings. Any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone, video or computer conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

ARTICLE VI: OFFICERS

Section 6.01. Designation of Officers. The officers of the corporation, all of whom shall be Directors, shall be a President, Vice-President, Secretary, Treasurer and such other officers with duties as may be determined by the Board.

Section 6.02. Election and Term of Office. The officers of the corporation will be elected by the members of the Board at its annual meeting. Each officer will serve a two (2) year term and until their successors are chosen and qualify in their stead. An officer may serve two consecutive terms in a specific office.

Section 6.03. Removal. Any officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the corporation would be served thereby. The matter may be acted upon at any regular or special meeting of the Board, provided that notice of intention to consider such removal has been given to each Director and to the officer involved with notice of said meeting.

Section 6.04. Resignation. Any officer may resign his or her position at any time, such resignation to be made by written notice to the Board and to take place at such time as specified in the notice. Unless otherwise specified therein, the acceptance of such resignation by the Board shall not be needed for the resignation to be effective.

Section 6.05. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled for the unexpired portion of the term by a majority vote of the Board at any regular meeting of the Board or special meeting called for that purpose. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board may fill the vacancy.

Section 6.06. Duties of the President. The President will be the principal executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. It will be the duty of the President to preside at all meetings of the Board and he or she shall be an ex-officio member of all committees of the corporation. He or she shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by the Board.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, or delegated by the Board, he or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the corporation.

Section 6.07. Duties of the Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President and be subject to all the restrictions on, the President. The Vice-President in the absence of the President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned by the Board or the President..

Section 6.08. Duties of the Secretary. The Secretary shall:

- (1) Certify and keep at the principal office of the corporation the original, or a copy of, these Bylaws as amended or otherwise altered to date.
- (2) Attend all meetings of the Board and keep at the principal office of the corporation or at such other place as the board may determined, a book of minutes of all meetings of the directors, recording therein the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (3) Assure that all notices of meetings are duly given in accordance with the provisions of these Bylaws or as required by law.
- (4) Be the custodian of the records and documents of the corporation.
- (5) Keep at the principal office of the corporation a record containing the names, addresses, and phone numbers of all the Directors.
- (6) Shall make available at all reasonable times to any Director of the corporation, or to his or her agent or attorney on request, the Bylaws, the record of directors, and the minutes of the proceedings of the Directors of the corporation.
- (7) Shall prepare and present, or cause to be prepared and presented, at each annual meeting of the Board, a full written report of the programs, affairs and transactions of the corporation for the preceding year.
- (8) In general, perform all duties incident to the office of Secretary and other such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her by the Board or the President.

Section 6.09. Duties of Treasurer. The Treasurer shall:

(1) Have general charge and custody of, and be responsible for, all funds and securities of the corporation, and shall assure the deposit of all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(2) Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.

(3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Make available at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney.

(6) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(8) Prepare and present, or cause to be prepared and presented to the Board at its regular meetings, a written report of the financial transactions and affairs of the corporation since the last regular meeting, and will, from time to time, make such other reports to the Board as it may require.

(9) Prepare and present, or cause to be prepared and presented to the Board at its annual meeting, a full written report of the financial transactions and affairs of the corporation for the previous year.

(10) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her by the Board or the President.

Section 6.10. Compensation. Officers shall serve without compensation, but nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefore, or from receiving reimbursement of actual expenses incurred by reason of attendance at a meeting of the Board.

Section 6.11. Delegation of Authority. An officer of the Board may delegate some or all of the duties or powers of his or her office to other persons, provided that such delegation is made in writing and is approved by an affirmative vote of the Board.

ARTICLE VII: COMMITTEES

Section 7.01. Standing Committees. The Board shall have the following standing committee:

Executive Committee: The Executive Committee will be chaired by the President and will consist of all of the officers of the corporation. This committee shall have the power and authority of the Board in the management of the business and affairs of the corporation, on issues referred by the Board and to the

extent allowed by a vote of the Board and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board as the Board may require.

Section 7.02. Other Committees. The President of the Board may, at any time, appoint any other committees as they may be needed.

Section 7.03. Meetings and Action of Committees. Meetings and action of any and all committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board.

Section 7.04. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.01. Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless, so authorized in writing by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it fiscally liable for any purpose or in any amount.

Section 8.02. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 8.03. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as may be decided by resolution of the Board.

Section 8.04. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE IX: CORPORATE RECORDS, REPORTS AND SEAL

Section 9.01. Maintenance of Corporate Records. The corporation shall keep at its principal office:

(1) Minutes of all meetings of the Board and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings of said meeting.

(2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(3) A record of the Directors, indicating their names, addresses and phone numbers.

(4) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 9.02. Corporate Seal. The corporation shall have no corporate seal.

Section 9.03. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, and provisions of law.

Section 9.04. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to make inspection shall include the right to copy and make extracts.

Section 9.05. Periodic Reports. The Board shall cause any annual or other periodic report required under law to be prepared and delivered to appropriate office of the state of State of South Dakota, to be so prepared and delivered within the time limits set by law.

ARTICLE X: FISCAL YEAR

The fiscal year of the corporation shall begin the first day of January and end on the last day of December each year.

ARTICLE XI: IRS 501(c)(3) TAX EXEMPTION PROVISIONS

Section 11.01. Limitations of Activities. No substantial part of the activities of this corporation shall be to propagandize, or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by:

- (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 11.02. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes of this corporation.

Section 11.03. Dissolution and Distribution of Assets. Upon the dissolution or liquidation of the corporation, subject to prior compliance with the provisions of South Dakota Codified Laws 47-26, all of the property and assets of the corporation shall be distributed to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 and exempt for taxation under Section 501(a) of said code which are consistent with the corporation's Articles of Incorporation and these By-laws.

ARTICLE XII: INDEMNIFICATION

This corporation, in the exercise of power granted to South Dakota nonprofit corporations by South Dakota Codified Laws 47-22, shall indemnify its Directors, officers, agents, and employees against expenses and liabilities to the fullest extent permitted by law, and may carry and maintain insurance for that purpose.

ARTICLE XIII: AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended, or repealed or new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or any special meeting called for that purpose. Written notice of the proposed changes will be given to all Directors no less than one week in advance of said meeting at which a vote will be taken on the proposed changes.

ARTICLE XIV: CONSTRUCTION AND TERMS

Should any conflict arise between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the office of the Secretary of the State of South Dakota and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and do hereby adopt the foregoing Bylaws, consisting of nine (9) pages, and attest that they stand as the governing instrument for the Black Hills Playhouse Alumni Association.

Signatures Affixed on the Original on File

President (Anna Marie Thatcher)

Secretary (Janet Brown)

Treasurer (Marnie L. Gould)

January 21, 1995

Date

AMENDMENT OF BYLAWS

We, the undersigned Members of the BHPAA Board of Directors, hereby amend the foregoing Bylaws, consisting of nine (9) pages, and attest that they stand as the revised governing instrument for the Black Hills Playhouse Alumni Association.

Signatures Affixed on the Original on File

President (Anna Marie Thatcher)

Secretary (Janet Brown)

Treasurer (Marnie L. Gould)

May 14, 2011

Date