



The Courthouse Theater Company

P.O. Box 629
Wakefield, RI 02880
www.CourthouseTheater.com

THE COURTHOUSE THEATER COMPANY

BY-LAWS

ARTICLE I

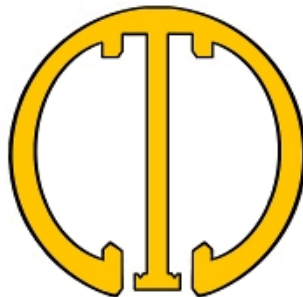
NAME AND LOCATION

SEC. 1 The Name of this corporation shall be THE COURTHOUSE THEATER COMPANY.

SEC. 2 Its business office shall be located at 28 Caswell Street, Narragansett, Rhode Island,
02882.

SEC. 3 Other offices for the transaction of business shall be located at such place or places as
the Board of Directors may from time to time determine.

SEC. 4 The corporate seal of this corporation shall be of the following design:



ARTICLE II

SEC. 1 This corporation is organized exclusively for the advancement of the arts education, and the advancement of arts in general, under 501(c)3 of the Internal Revenue Code, or the corresponding section of any future tax code.

SEC. 2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes set forth herein. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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, or the corresponding section of any future federal tax code.

SEC.3 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine.

ARTICLE III

FISCAL YEAR

SEC. 1 The fiscal year of the corporation shall be from January 1st to December 31st of each year.

ARTICLE IV

MEMBERS

SEC. 1 The corporation will have a class of members known as ensemble members.

SEC. 2 The Board of Directors may by a two-thirds affirmative vote of those directors voting, dismiss any ensemble member.

SEC. 3 Ensemble membership is non-transferable.

SEC. 4 Ensemble members must demonstrate an interest in promoting the purpose of the company.

SEC. 5 The Board of Directors may create additional classes of membership provided that these members shall not be entitled to voting rights, annual meetings or any rights reserved exclusively for ensemble members.

ARTICLE V

ENSEMBLE MEMBERS' MEETINGS

SEC. 1 At all ensemble members' meetings, each member shall be entitled to one vote.
Ensemble members may vote by written proxy or email at all meetings.

SEC. 2 The annual meeting of the ensemble members for the election of Directors and the transaction of such business as may come before the meeting shall be held in January of each year at the principal office of the corporation or at such other place as designated by the Board of Directors and in the notice of said meeting.

SEC. 3 Special meetings of the ensemble members shall be called and notice thereof as hereinafter provided shall be given by the Secretary, or by the President or whenever requested in writing by a member.

SEC. 4 Unless otherwise waived, notice of the time and place of the annual and of each special meeting of the ensemble members shall be given by written or printed notice, delivered to each member in person or sent by email or mail, postage prepaid, addressed to each member at his post office address, as it appears on the books of the corporation. If it is intended to offer any amendment or addition to the By-Laws, and if the meeting is a special meeting the notice shall specify the business to be brought before the meeting and no other business, except that specified, shall be considered at such meeting. Items may be added to the agenda of a meeting at any time.

SEC. 5 A majority of the ensemble members, present in person or electronically, or voting by proxy, shall constitute a quorum for the transaction of all business, but the holders of less than a majority may constitute a quorum for the purpose of adjourning a meeting from time to time to such time and place as they shall decide, provided, however, that no vote shall be declared adopted without the majority vote of all the members, voting in favor thereof, and provided, further, that the removal of any Director from office shall require a vote of the majority of all the ensemble members and the same vote shall be required for the election of Directors at the annual meeting.

ARTICLE VI

BOARD OF DIRECTORS

SEC. 1 The property and business of the corporation shall be managed by a Board of Directors, composed of eleven (11) directors. A director need not be an ensemble member.

SEC. 2 The directors shall be elected at the first organizational meeting, and thereafter at the annual meeting of the members or at any adjournment thereof, or in case of failure to elect at such meeting, then at any special meeting of the ensemble members called for that purpose. They shall hold office for three (3) years and until their successors are elected and qualified, unless sooner removed by the members as provided in ARTICLE V. Sec. 5. Vacancies in the Board of Directors may be filled for the unexpired term by the members as hereinbefore provided only.

SEC. 3 The annual meeting of the Board of Directors for the transaction of such business as may come before it and the election of officers, shall be held as soon as conveniently may be after each annual meeting of the members. Special meetings of the Board of Directors shall be held at any reasonable and suitable place, either within or without the State of Rhode Island, when called by the President, Secretary or Treasurer or any member of the Board of Directors by filing with the Secretary a written call for such meeting, stating the time, place and object thereof.

SEC. 4 Unless otherwise waived, notice of the time and place of the annual meeting of said Board of Directors and of each special meeting shall be given in written or printed notice delivered to each director, in person or sent by email or by mail, postage prepaid, addressed to each director at his post office address, as it appears on the books of the corporation. In case of a special meeting, the notice shall specify the business to be

transacted before the meeting. Items may be added to the agenda of a meeting at any time.

SEC. 5 A majority of directors present in person, electronically or by proxy, shall constitute a quorum for the transaction of business provided, however, that no vote shall be declared adopted without the majority vote of all the directors voting in favor thereof, and provided, further, that the removal of any officer from office shall require a vote of the majority of the directors holding office for the time being voting in favor.

SEC. 6 The Board of Directors shall have power to elect, employ, appoint and remove employees and agents of the corporation, to fix their compensation, to make and execute all deeds, contracts, purchases and sales, as well as other conveyances and generally to conduct the business of the corporation and to exercise all of its powers, except such as by these By-Laws, the Articles of Association of the corporation, or the laws of the State of Rhode Island are reserved to the ensemble members. Any or all of the above powers may be delegated by the Board of Directors to the officers or any of the officers of the corporation.

ARTICLE VII

OFFICERS

SEC. 1 The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors may from time to time appoint such other officers and delegate and assign to them such duties and powers as they may deem best. Any of the offices may be held by the same person.

SEC. 2 The Board of Directors at its meeting after the members' meeting held annually, shall elect a President, Vice-President, Treasurer and Secretary of the Corporation and such

other officer or officers in addition thereto as it may deem best. None of the officers need be either ensemble members or directors.

SEC. 3 The officers elected by the Board of Directors shall hold office during the terms for which they are elected, and unless removed by the Board of directors as provided in ARTICLE VI, Sec. 5, until the meeting of the Board of Directors next succeeding the next annual meeting of the members and until their successors are elected and qualified.

SEC. 4 Vacancies in any of said offices may be filled for the unexpired term at any regular or special meeting of the Board of Directors. In case of the temporary absence or disability of any officer, the Directors may appoint a substitute to perform the duties of such officer during his absence or disability, and such appointment shall be conclusive evidence of the authority of such officer.

SEC. 5 The President shall preside at all meetings of the members and directors. He shall also perform such other duties and exercise such other powers as may from time to time be assigned to him herein or from time to time by the Board of Directors, and such other duties and powers as may properly belong to his office. The Vice-President shall execute the duties of the President if the President is unable so to do.

SEC. 6 The Treasurer shall have the custody of all the funds and securities of the corporation, and shall collect and receive all moneys that may be due to the corporation. He or she shall in behalf of the corporation endorse for collection and deposit in the bank or endorse for transfer, as the case may be, all notes, bills of exchange, drafts, checks and other obligations for the payment of money which may be received by the corporation, and he shall make all deposits to its credit in such banks or depositories as the Board of Directors may designate. He or she shall sign all receipts and vouchers made to the

corporation, and shall be the custodian of the seal of the corporation. He or she shall keep books of account in which he shall enter all receipts and disbursements and all financial transactions of the corporation, which books shall at all reasonable times be open to the examination of any director. He or she shall make annual reports of the financial condition of the corporation to the members, and such reports to the Board of Directors as they may from time to time require. The Treasurer may be required by the Board of Directors at any time to give a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board may determine, the expense of such bond to be paid by the corporation. The Treasurer shall exercise and perform such other duties as may be assigned to him herein or from time to time by the Board of Directors.

SEC. 7 The Secretary shall send notice and attend all meetings of the members and Board of Directors and shall record all notes and minutes of all proceedings in a book to be kept for this purpose.

In case of the absence, disability or failure to act of the Secretary at any meeting of the members or directors, the members or directors as the case may be, may elect a secretary pro tempore, whose duty shall be to record the minutes of such meeting. The Secretary shall have charge of the records of the corporation and shall exercise and perform such other duties and powers as may herein or from time to time be assigned to him by the Board of Directors. The duties of the Secretary may from time to time be performed by any officer designated by the Board of Directors.

ARTICLE VIII

FINANCES

SEC. 1 All promissory notes, acceptances and other obligations of the corporation for the payment of money as well as all checks, drafts and orders for payment of money shall be signed by the President or Treasurer signing singly or other corporate designee.

SEC. 2 In depositing checks, drafts or orders for the payment of money to the credit of the corporation a rubber stamp may be used in endorsing the same.

SEC. 3 All contracts and all mortgages, leases, deeds, transfers and other conveyances of the real or personal property of the corporation shall be executed by the President and Secretary, unless in a particular case the Board of Directors shall otherwise order or provide.

ARTICLE IX

WAIVER OF NOTICE

SEC. 1 Whenever under the provisions of these By-Laws or according to law, the ensemble members or directors are authorized to hold any meeting at a designated place, after notice and the lapse of any prescribed time, such meeting may be held elsewhere than the place designated without such lapse of time and without such notice, if a written waiver of notice is signed by every person entitled thereto either before or after such meeting, or if all the members in the case of a members' meeting and all the directors in the case of a directors' meeting are present.

ARTICLE X

AMENDMENTS

SEC. 1 These By Laws may be added to, amended or repealed at any meeting of the Board of Directors by a vote of not less than two-thirds of directors present, provided that notice shall be given in the call for the meeting that it is proposed to add to, amend or repeal a By Law or By Laws, as the case may be, and such notice shall state the substance of such proposed addition or amendment or of any provision which it is proposed to repeal.

(These By-Laws were adopted on May 30, 2006 and amended on February 3, 2010, June 9, 2011, October 4, 2011 and January 3, 2012)