

CONSTITUTION OF THE THEATRE ASSOCIATION OF
NEW YORK STATE
(as amended 20 November 1988)

ARTICLE I - NAME

The name of this corporation shall be the Theatre Association of New York State, herein known as TANYS.

ARTICLE II - PURPOSE

The purpose of the Theatre Association of New York State (TANYS) shall be:

- a. To function as an association of theatre groups which affirms the contribution of theatre and promotes high standards of theatre practice;
- b. To stimulate, inspire, and develop interest in, appreciation of, support of and cooperation and mutual assistance among theatre groups;
- c. To stimulate and inspire the exercise of the dramatic art through the reading, study, discussion, rehearsal and production of both private and public performances of plays and any other forms in which the dramatic art now is or may ever be expressed; to promote the production of and to produce theatrical enterprises: specifically, to hold festivals, bringing together representative theatre groups for competition in play production, and to allow each participating group professional adjudication, evaluating the merits and defects of its production;
- d. To afford to the citizens of New York State an opportunity to study the drama as an art and to aid interested persons in such study, to foster the talents of those citizens interested in play production and management, to foster the exchange of ideas and experiences of theatre: specifically, to conduct conferences inviting and encouraging participation and exchange of material and ideas for all members and interested groups; and
- e. To provide information about the status and condition of theatre.

ARTICLE III - MEMBERSHIP

Section 1

There shall be three (3) classes of membership:

- a. Individual,
- b. Organizational,
- c. Honorary.

Section 2

Membership and dues shall be determined by the Board of Trustees.

ARTICLE IV - BOARD OF TRUSTEES

Section 1

The business of TANYS shall be managed by a Board of Trustees which shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than 25, nor less than 5, Individual Members.

Section 2

(2.1) No part of the income or revenue of the corporation shall inure to the benefit of any member of the Board of Trustees.

(2.2) Trustees may be reimbursed for expenses reasonably incurred in the affairs of TANYS.

Section 3

A majority of the members of the Board of Trustees shall constitute a quorum.

Section 4

Each Trustee shall have one vote and that vote may not be given in proxy.

ARTICLE V - MEETINGS

Section 1 ANNUAL MEETING

A. The annual meeting of TANYS shall be at such time and place as the Board of Trustees may determine.

B. Notice of the annual meeting shall be sent to the membership at least thirty (30) days prior to the meeting.

C. Additional meetings of TANYS may be called:

(1) by the President upon thirty (30) days prior notice to the membership,

(2) when at least twelve (12) Individual or Organizational Members present a written petition to the President to call a meeting, the President shall call such a meeting upon thirty (30) days prior notice to the membership.

D. VOTING

(1) (1.1) Each Individual Member shall be entitled to one vote.

(1.2) That vote may not be given in proxy

(2) (2.1) Each Organizational Member shall be entitled to be represented by three (3) delegates, each of whom shall be entitled to one (1) vote.

(2.2) Those votes may not be given in proxy.

(3) No person may have more than one vote.

E. QUORUM

(1) A quorum for the annual meeting shall consist of one-fifth (1/5) of the membership.

(2) Once a quorum has been attained, that annual meeting may continue in session without an additional quorum call.

Section 2 BOARD OF TRUSTEES MEETINGS

The Board of Trustees shall meet at such times and places as the Board of Trustees may determine.

Section 3 PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure contained in Robert's Rules of Order (most recent edition) shall govern all meetings except when in conflict with this constitution or any by-laws established for the corporation.

ARTICLE VI - PERSONAL LIABILITY

The members of TANYS shall have no personal liability for corporate obligations.

ARTICLE VII - AMENDMENTS

Section 1

The Constitution of TANYS may be amended or revised by the affirmative vote of not less than three-fourths (3/4) of the whole number of trustees and affirmed by three-fourths (3/4) of the membership present at an annual meeting.

Section 2

Notice of any proposed amendment or revision must be stated in the call for the meeting.

ARTICLE VIII - DISSOLUTION

Section 1

(1.1) Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for public purposes.

(1.2) Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

Section 2

No member or private individual shall be entitled to any distribution or division of the assets.

Approved: 12 July 1987 /s/ (Sig. Mendolia)
(date) Dolores K. Mendolia (Secretary)

Amended:
Trustee approval:
10 September 1988 /s/ (Sig. Mendolia)
(date) Dolores K. Mendolia (Secretary)

Membership approval:
20 November 1988 /s/ (Sig. Merdolia)
(date) Dolores K. Mendolia (Secretary)