

**FINAL COPY**  
**APPROVED 07/29/2005**

**AMENDED ARTICLES OF INCORPORATION**  
**OF THE**  
**ASSOCIATION OF THEATRE MOVEMENT EDUCATORS**

**ARTICLE I. NAME**

The name of the corporation is ASSOCIATION OF THEATRE MOVEMENT EDUCATORS (the "Corporation").

**ARTICLE II. STATEMENT OF PURPOSE**

The Corporation is organized and operated exclusively for charitable, educational and scientific purposes as referred to in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding successor provision (the "Internal Revenue Code"). In furtherance of the above, the purpose of the Corporation shall be:

- A. to establish and promote the highest possible standards for theatre movement training and its application to educational and professional theatre;
- B. to promote the recognition of theatre movement educators as vital and equal partners in the training of actors;
- C. to foster collegial support and interaction; and
- D. to support and engage in continuing research within the field.

**ARTICLE III. EXISTENCE**

The existence of the Corporation shall be perpetual.

#### **ARTICLE IV. MEMBERSHIP**

- A. The General Membership in the Corporation shall be open to individuals and organizations that support the Statement of Purpose. Membership shall become effective or continued upon payment of current dues or as provided in the Bylaws.
- B. The Executive Board will publish the rights of membership and services included in membership dues.

#### **ARTICLE V. OFFICERS**

The following persons shall serve as Officers of the Corporation and Chair of the Nominations and Elections Committee until the first election of officers:

Denise Gabriel, President  
Ron Wilson, Vice President  
Jennifer Martin, Secretary  
Colleen Kelly, Treasurer  
Paul Lundrigan, Nominations and Elections Committee Chair

#### **ARTICLE VI. EXECUTIVE BOARD and ADVISORY BOARD**

The Executive Board shall be composed of the four elected officers and the Immediate Past President (IPP).

The Advisory Board shall include the original Founding Board and the most recent past presidents up to a maximum total of (7) seven members, and a minimum total of (5) five members. The function of the Advisory Board shall be to offer the organization, and its elected officers, perspective and guidance. On issues requiring a vote, the Advisory Board shall cast a single vote. The Immediate Past President (IPP), representing the majority opinion of the Advisory Board, shall communicate this vote to the ATME president.

The following persons shall constitute the “original Founding Board” as referenced in the paragraph above:

Denise Gabriel  
Colleen Kelly  
Jennifer Martin  
Ron Wilson

**ARTICLE VII. RESTRICTIONS**

No part of the Corporation's net earnings shall inure to the benefit of any private individual (including the incorporator or any board member of the Corporation), except that reasonable compensation may be paid for personal services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE VIII. BYLAWS**

Bylaws shall be made and adopted by the Executive Board at their first meeting. The bylaws may be altered, amended or rescinded by the Executive Board, providing that such amendments shall not be effective until approved by majority vote.

**ARTICLE IX. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Proposed amendments to the articles of incorporation may be submitted at any meeting of members or special meeting called for the purpose. To become effective, such amendments require approval by majority vote.

**ARTICLE X. DISSOLUTION**

In the event of dissolution of the Corporation, all of its property and assets, after payment of its liabilities and obligations, shall be distributed as the Executive Board may determine for one or more purposes specified in Section 170 (c) (2) (B) of the Internal Revenue Code.

#### **ARTICLE XI. PECUNIARY GAIN**

The Corporation shall not afford pecuniary gain incidentally or otherwise to any person by reason of membership therein.

#### **ARTICLE XII. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be located within the state of Virginia at 415 Park Street, Charlottesville, Virginia 22901. The initial registered agent of the Corporation shall be William Lee Anderson, a resident of the state of Virginia, whose business office is identical with the registered office, and who is admitted to the Virginia State Bar.

#### **ARTICLE XIII. LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- A. To the extent permitted under the then applicable law, the liability of a board member arising out of a single transaction, occurrence or course of conduct, in any proceeding brought by or in the right of the Corporation, shall be eliminated.
- B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure judgment in its favor) by reason of the fact that such person is or was a board member of the Corporation, or was serving at the request of the Corporation as a board member or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent permitted under the then applicable law. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.
- C. The Corporation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article, in such amounts and on such terms and conditions as the Executive Board may deem reasonable.

**Articles...p. 5**

#### **ARTICLE XIV. INCORPORATOR**

The name and address of the incorporator of the Corporation is Colleen Kelly, 306 Valley View Drive, Staunton, VA 24401.

#### **ARTICLE XV. CENTRAL OFFICE**

The office of the Corporation shall be located at such place as the Executive Board may determine.

#### **ARTICLE XVI. MEETINGS**

An annual meeting of the Executive Board and the General Membership shall be held in accordance with the Virginia Non-stock Corporation Act. Other meetings of the Executive Board may be called by the President as determined in the Bylaws.

#### **ARTICLE XVII. FISCAL MANAGEMENT**

- A. The fiscal year shall begin August 1 of each year and end July 31 of the following year, in accordance with the term of the President of the Corporation.
- B. The books and accounts of the Corporation shall be kept in accordance with generally accepted accounting principles, as provided in the Bylaws.

#### **ARTICLE XVIII. PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically covered by these Articles of Incorporation, the Bylaws, or by specific rules of procedure adopted by the Corporation.