

PULLMAN CIVIC THEATRE BY-LAWS
(Adopted 1-31-01)

History of Revisions

(Revised 8-29-01)
(Revised 2-27 -02)
(Revised 5-29-02)
(Revised 8-29-03)
(Revised 12-19-06)
(Revised 2-15-07)
(Revised 1-7-10)
(Revised 7-4-17)

Article I. Name

Section I.1 The name of this non-profit organization shall be "Pullman Civic Theatre", hereafter referred to as "PCT."

Article II. Purpose and Organization

Article III. The purpose of this organization shall be:

- (a) to provide an atmosphere for the discovery and development of theatre arts and
- (b) to provide a source of entertainment and education for the public.

Section III.2 The corporation is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501 (c)(3) of the Internal Revenue Code.

- (a) 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. Nor should any Board member use the corporation to further his/her economic interests.
- (b) The corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes as described in the purpose clause above.
- (c) The corporation shall not carry on propaganda, or attempt to influence legislation, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) The corporation shall not carry on any other activities not permitted to be carried on
 - i. by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
 - ii. by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV. Employment Non-discrimination Policy

Section IV.1 PCT follows an equal opportunity employment policy, and employs personnel without regard to race, creed, color, religion, national origin, sex, sexual orientation, age, physical or mental handicap, veteran status, and marital status.

Section IV.2 This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants, and in dealing with the general public.

Article V. Membership

Section V.1 General Membership is open to those persons who support the organization by purchasing an annual membership.

- (a) Membership shall be for a period of one year.
- (b) General members may vote at the annual meeting for the Board of Directors.

- (c) Special membership categories based upon the amount of money donated will be established by the Board of Directors.
- (d) Honorary Lifetime Memberships may be awarded by the Board of Directors. Selection may be made in recognition of outstanding and unselfish service benefitting the theatre.
- (e) Membership may be terminated by the vote of 3/4 of the Board of Directors voting at a meeting at which a quorum is present.

Article VI. Board of Directors

Section VI.1 The Board of Directors (Board) shall consist of no less than eight (8) voting members, and no more than fourteen (14) voting members.

- (a) The term of each board member shall be three years. There is no limit to the number of terms a board member may serve.
- (b) All board members must maintain a current membership.
- (c) No paid employee can be a voting member of the Board.
- (d) A board member may resign by written note to the Board.

Section VI.2 Duties

- (a) The duty of the Board is to transact all business and establish the policies of the organization.
- (b) The Board must ensure that all of the responsibilities listed in Section 5.02 (c.) are fulfilled.
- (c) The Board defines the artistic mission of the company.
- (d) The Board approves upcoming season selections for production.
- (e) The Board approves the budget for each production.
- (f) Each Board member will serve on at least one, but no more than two board committees.

Section VI.3 Removal of board members:

- (a) A board member may be removed for cause by a 2/3 majority vote of the Board, and with or without cause by the vote of 2/3 of the general membership.
- (b) A board member who is absent from three consecutive regular board meetings may be excused from the board by a majority vote.

Article VII. Officers

Section VII.1 The Officers shall consist of a President, Vice-President, Treasurer, and Secretary, all of whom shall be voting board members.

- (a) The terms of officers shall be two years. An officer may serve a maximum of two consecutive terms in a single position.
- (b) An officer may resign by written note to another officer.
- (c) All officers must maintain a current membership.
- (d) No paid employee may be an officer.

Section VII.2 Officer Duties

- (a) President
 - iii. The President shall call and preside at meetings of the Board.
 - iv. The President shall not vote, unless needed to break a tie.
 - v. The President shall fill Board vacancies by appointment with approval of the Board. The newly appointed board member shall complete the scheduled term.

- (b) Vice President
 - i. The Vice President shall call and preside at meetings of the Board in the absence of the President.
- (c) Secretary
 - i. The Secretary shall oversee all official correspondence.
 - ii. The Secretary shall record and maintain minutes of Board meetings.
 - iii. The Secretary shall record and maintain Board approved policies.
 - iv. The Secretary shall keep a record of board terms.
- (d) Treasurer
 - i. The Treasurer shall call and preside at meetings of the Board in the absence of the President and Vice President.
 - ii. The Treasurer shall oversee and be responsible to the Board for all funds and investments.
 - iii. The Treasurer shall oversee all accounting.
 - iv. The Treasurer shall make monthly financial reports to the Board.
 - v. The Treasurer shall perform all accounting tasks in the absence of a Business Manager.

Article VIII. Theatre Staff

Section VIII.1 The Theatre Staff shall consist of Artistic Director, Producer, Production Manager, Technical Director, Director of Marketing, Box Office Manager & Business Manager.

- (a) The terms of staff members shall be one year.
- (b) The Artistic Director is appointed by and reports to the Board of Directors.
- (c) All other staff are appointed by and report to the Artistic Director.

Article IX. Standing Committees

Section IX.1 Standing Committees of the Board shall be the following:

- (a) Executive Committee:
 - i. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary.
 - ii. The Executive Committee may transact business in emergencies.
 - iii. The Executive Committee may commit the organization to expenditures up to \$500 without Board approval.
 - iv. If the Executive Committee transacts business in an emergency and/or commits the organization to expenditures up to \$500 without the Board's approval, it shall submit a report of such activities to the Board at its next regular meeting.
- (b) Membership Committee: This committee will maintain the membership list, send renewal notices, and work to build membership numbers.
- (c) Fundraising Committee: This committee will work to develop and execute a diverse fundraising plan for PCT.

- (d) Marketing Committee: This committee will assist the Marketing Director in ensuring performances and auditions are advertised. This committee will maintain PCTs social media accounts and website and will develop a strategy to grow the PCT online presence.
- (e) Newsletter Committee: This committee will ensure the PCT newsletter is distributed to the membership on a regular basis
- (f) Script Reading Committee: This committee will read scripts and present recommendations to the Staff.
- (g) Historical Committee: This committee will work to preserve the history of PCT and to gather historical information to assist in fundraising and marketing activities.
- (h) Social Media & Website Committee: This committee will maintain PCTs social media accounts and website. They will work with the Marketing Committee to promote PCT activities and will develop a strategy to grow PCT online presence.
- (i) All committees are to be chaired by a member of the Board.
- (j) If there are not enough Board members to chair all committees, the Board will vote on provisional measures so that the company may operate until all committees can be chaired.

Article X. Special Committees

Section X.1 Special Committees shall be appointed by the President.

Section X.2 Special Committees are answerable to the Board.

Article XI. Meetings

Section XI.1 Monthly Board Meetings

- (a) The Board shall meet monthly, unless revised due to unforeseen circumstances.
- (b) Meetings are open to the public except in case of personnel discussion.
- (c) Only Board members may make motions and vote.
- (d) Board meetings may be cancelled or postponed by the presiding officer.

Section XI.2 Annual Meeting

- (a) The annual meeting shall be held in March.
- (b) Public announcement of the meeting shall be made at least one week prior to the annual meeting date.

Section XI.3 Special Meetings

- (a) Special meetings of the Board may be called by the President or Vice President on twenty-four (24) hour notice to all members of the Board.
- (b) Special meetings may be conducted via e-mail or conference call.

- (c) Decisions made at Special Meetings shall be reviewed at the next regularly scheduled Board meeting.

Article XII. Nominations and Elections

Section XII.1 Nominations

- (a) Nominations to the board shall be made by the general membership at any time.

Section XII.2 Elections

- (a) Completed terms on the Board shall be filled by election at the annual meeting.
- (b) Election to the Board shall be by majority vote of the attending membership at the annual meeting.
- (c) Officers shall be elected by the Board at the first regularly scheduled meeting following the annual meeting.

Article XIII. Quorum

Section XIII.1 A simple majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the board members are present at said meeting, a majority of the board members present may adjourn the meeting to another time without further notice.

Article XIV. Bylaws

Section XIV.1 Disclosure

- (a) Bylaws shall be available upon request.
- (b) Bylaws shall be posted on the PCT website.

Section XIV.2 Amendments

- (a) The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board.
- (b) Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given at least one week prior to vote.
- (c) Any motion to alter, amend, or repeal the Bylaws or adopt a new Bylaw requires a $\frac{3}{4}$ majority vote of the Board.

Article XV. Contracts, Checks, Deposits & Funds

Section XV.1 Contracts

- (a) The Board or President may authorize any officer or officers, agent or agents, of PCT to enter into any contract or execute and deliver any instrument in the name of and on behalf of PCT.

Section XV.2 Checks, Drafts, Etc.

- (a) All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of PCT, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board.

- (b) In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section XV.3 Deposits

- (a) All funds of PCT shall be deposited from time to time to the credit of PCT in such banks, trust companies or other depositories as the Board may select.

Section XV.4 Gifts

- (a) The Board may accept or refuse on behalf of PCT any contribution, gift, bequest or devise for the general purposes or for any special purpose of PCT.

Section XV.5 Interest in Assets

- (a) No member of the organization shall have any right, title, or interest in any property of the organization.
- (b) No person, whose membership in the organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the organization.

Article XVI. Books and Records

Section XVI.1 Records

- (a) PCT shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and Executive Committee, and Subcommittees.
- (b) The names and addresses of the members entitled to vote shall be maintained at the PCT office.

Section XVI.2 Inspection of Records

- (a) Every member of the board shall have the absolute right at any reasonable time to inspect the organization's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries.
- (b) The inspection may be made in person or by the Board member's agent or attorney.
- (c) The right of inspection includes the right to copy and make extracts of documents.

Article XVII. Parliamentary Authority

Section XVII.1 Rules of Order

- (a) The meetings of the members and the Board shall be governed by the latest revised edition of *Robert's Rules of Order*, except insofar as they may be inconsistent with these Bylaws.

Article XVIII. International Amateur Theatre Association

Section XVIII.1 Theatre Memberships

- (a) PCT shall examine being part of various community theatre organizations, both local and statewide.

Article XIX. Limitation of Liability

Section XIX.1 Every person who is, shall be, or shall have been a Board member of PCT and their personal representatives shall be indemnified by PCT against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding to which they may be made a party by reason of their being or having been a Board member of PCT or of any subsidiary or affiliate thereof, except in relation to such matters as to which they shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duty as such Board member. Said costs and expenses shall include but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement. The volunteer officers and directors of the corporation are personally immune from civil liability when acting under proper behavior within the scope of their duty. Refer to the State of Washington Code RCW 24.03.