

BYLAWS OF CORVALLIS COMMUNITY THEATRE, INC.

A Not-for-Profit Corporation
May 17, 2005

ARTICLE I Name

The name of the corporation is Corvallis Community Theatre, Inc. (CCT) and its duration shall be perpetual.

ARTICLE II Purpose

CCT is organized and operated under Oregon State law exclusively for educational, entertainment and community purposes; and to promote enjoyment, education, and volunteer participation in community theater and the performance arts.

ARTICLE III Members

Section 1. **Membership, Rights and Duties:** Membership is open to all persons regardless of race, religion, sex, color, age, sexual orientation or national origin who support the purposes of the organization. A person becomes a member by submitting membership application information. Members in good standing shall have the right to notice of and participation in membership meetings, and the right to vote on matters before the membership. However, a member may act as a representative of CCT only if explicitly authorized by vote of the membership or board of directors. Members involved in CCT activities shall act lawfully, respectfully, and in a manner consistent with the goals, policies, and practices of CCT.

Section 2. **Membership Criteria:** The criteria for membership shall be set by the membership at the annual meeting.

Section 3. **Special Membership:** The board of directors may waive the membership fee, if any, and any other membership criteria, and grant special membership to individuals based on extraordinary contribution to CCT; the term of such membership may be set by the board. Except for the fee waiver and term (if the board modifies the usual term), special membership shall be equivalent to regular membership in all respects.

Section 4. **Term of Membership:** The board of directors shall set and publish the dates of the membership year. Membership starts upon receipt of the membership information and satisfaction of the membership criteria, and extends until the end of the membership year, except for a) special memberships as provided above, and b) cases of suspension or removal. The board of directors may at its discretion continue to send membership notices to previous members who have not submitted their application for the current year but are otherwise in good standing. A member may resign at any time, effective immediately upon written notice to CCT.

Section 5. **Suspension, Removal:** A member shall be suspended and forfeit all membership rights during any time they do not maintain a current postal or email address with CCT. A member may be

removed for cause by the membership or by two-thirds vote of the entire board of directors, at any duly called meeting provided the member is notified at least 14 days in advance of the intent to remove.

ARTICLE IV

Membership Meetings

Section 1. **Annual meeting:** There shall be an annual membership meeting each year between July and December for the election of directors, setting of membership criteria, annual reports, and other business that may arise.

Section 2. **Other meetings:** Other membership meetings may be called by the board of directors, at which CCT may transact whatever business may arise.

Section 3. **Special membership meetings:** A special membership meeting shall be called within 30 days upon the written request of a majority of the Board of Directors, or the written request of ten percent (10%) of the membership or twenty members, whichever is fewer. The purpose of such meeting is limited to what is stated in the notice.

Section 4. **Quorum and voting:** A quorum of any membership meeting shall consist of those members present at the meeting. Each member is entitled to one vote on matters before the membership, provided that (a) they are 18 or older; and (b) they have been a member for at least 30 days. Voting may, but need not be, by ballot. A plurality of voting members in attendance shall elect board members, while in all other matters an act of majority shall be an act of the membership unless stated otherwise in these bylaws. Absentee ballots are permitted, and must be given to the secretary prior to the vote. Proxy voting is permitted provided a signed consent is given to the secretary prior to the vote.

Section 5. **Notice of meetings, Continuation:** The time and place of membership meetings shall be set by the Board of Directors. Notice shall be given to all members at least 14 days prior to such meetings, except for emergencies. Notice shall be delivered by mail, email, personally, or by any other method permitted by law. An agenda shall be available upon request at least 3 days prior to the meeting. Appearance at a meeting shall constitute waiver of notice, except where the member attends for the purpose of objecting that the meeting was not lawfully called. If all members are present, a meeting may be held if all members waive notice. The membership may continue a meeting for up to 72 hours without additional notice provided that the time and place of continuation are set before adjournment.

ARTICLE V

Board of Directors

Section 1. **Composition:** The Board of Directors shall consist of a President, who is also Chairman, Vice-President, Secretary, Treasurer, Past President, and up to seven additional Directors.

Section 2. **Election:** Board members shall be elected by the membership at the annual meeting. Nominations shall be presented on a slate prepared by the board and additional nominations shall be permitted from the floor. Any past president may be elected as past president. Contested positions shall be elected individually prior to uncontested positions, which may be elected as a group.

Section 3. **Terms of office:** Each term of office begins January 1 following election and extends for two years, or until their successors are elected and qualified, or until they are removed, have resigned, or died. The president, vice-president, past president and half the directors shall be elected in odd years, and the remaining positions elected in even years, except that any position which is vacant may

be elected in any year to fill the remaining term. No person may be elected as president, vice-president, secretary, or treasurer for more than two consecutive full terms per position.

Section 4. **Board duties and powers:** The board shall act lawfully, in good faith, and in a cooperative manner to manage the business and affairs of CCT; make recommendations to the membership; appoint agents and advisors; and perform such duties as are specified in these bylaws, CCT policies and practices, and other applicable laws. The board is subject to and shall act in accord with the orders of the membership.

Section 5. **Executive Board:** The Executive Board shall consist of the President, Vice President, Secretary and Treasurer. The Executive Board is empowered to make decisions when a majority of the Board of Directors cannot convene and the issue cannot wait until the next scheduled Board of Directors meeting. Actions by the Executive Board will be reported and recorded in the minutes of the next meeting of the entire board.

Section 6. **Meetings:** The board shall meet at least six (6) times a year, during which directors shall report on their areas of responsibility, and deal with any business that may arise. The board shall set the time and place of meetings. Additional meetings may be called by the president or a majority of the board. Any meeting may be held by telecommunications, provided all participating members may simultaneously hear each other during the meeting. Board members shall inform the President or Secretary if they will be absent or late. Absence at more than two meetings without good cause shall be grounds for removal at the discretion of the board. All actions of the board shall be taken in open meeting, and board meetings shall be open, except that the board may meet in executive session solely for discussion of unusual or delicate matters.

Section 7. **Notice, Continuation:** Notice shall be given to all board members at least 7 days prior to meetings, or 1 hour prior in case of emergency; however, notice is not required for meetings held at times set by resolution of the board, nor for a meeting held immediately after the annual membership meeting at the same location. Notice shall be delivered by mail, email, personally, or by any other method permitted by law. If all board members are present, a meeting may be held if all members waive notice. Appearance at a meeting shall constitute waiver of notice, except where the member attends for the purpose of objecting that the meeting was not lawfully called. The board may continue a meeting without additional notice provided it informs any board members who were absent of the time, place, and purpose of the continuation.

Section 8. **Quorum, voting:** A majority of the current members of the board shall be a quorum. An act of a majority of the board members present at a meeting shall be an act of the board unless otherwise specified herein or by law. Each board member shall have one vote on matters before the board.

Section 9. **Committees:** The board of directors may create, manage, modify, and dissolve committees, including standing committees, to advise and to carry out the various duties and functions of CCT. To the extent permitted by the board such committees may exercise powers of the board of directors. Committee members including the chair may be non-members of CCT. The president may serve as an ex officio member of any committee except the nominating committee, or may designate another board member as an ex officio member.

Section 10. **Resignation, Removal:** A board member or officer may resign at any time, effective immediately upon written notice to the President, Secretary, or to the chair of any membership meeting. A board member may be removed with or without cause by regular vote of the membership at any membership meeting, or by the Board of Directors for the following reasons: criminal acts, violation of the Child Safety Policy, or absence at more than two meetings without good cause. An officer may be removed from office for cause by a two-thirds majority of the entire board voting by secret ballot, provided that the intention to consider removal is included in the meeting notice, and is given in writing with at least 14 days notice to the officer in question.

Section 11. **Vacancies:** If a board or officer position is vacant for any reason, or filled beyond a regular term because a replacement was not elected, the Board of Directors with a two-thirds vote may appoint a person to fill the position for the remainder of the term.

ARTICLE VI Officers

Section 1. **Officers:** The officers of the corporation shall be the President, Vice-President, Secretary, and the Treasurer, who are elected by the membership.

Section 2. **President:** The President shall be the principal executive officer and shall supervise and control the business and affairs of CCT. The president, when present, shall preside as chairman at all board and membership meetings. The president may sign, with the secretary or any other proper officer authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized, except where the board or law shall require otherwise; and in general perform all the duties of president and other duties as the board may assign from time to time.

Section 3. **Vice-President:** The Vice-President shall perform the duties of the President in case of absence, inability, or refusal to act; and when so acting shall have the same powers and restrictions as the president. The Vice-President shall also assume some or all of the duties of the President at the request of the president, and shall perform such duties as the board may assign from time to time.

Section 4. **Secretary:** The Secretary shall (a) record, distribute, and maintain the minutes of board meetings; (b) see that all notices are duly given for meetings; (c) be custodian of all corporate records; (d) perform the duties incident to the office of secretary, as well as such duties as the board may assign from time to time.

Section 5. **Treasurer:** The Treasurer shall (a) be responsible for the financial management of CCT, including all accounts, funds, securities, receivables, payables, tax matters, and related documents and communications; (b) present a financial report at each Board of Directors meeting and at the annual membership meeting, and prepare an annual financial report; and (c) perform the duties incident to the office of treasurer, as well as such duties as the board may assign from time to time.

ARTICLE VII Programs

Section 1. **Open Casting:** All plays produced by CCT shall be cast using open auditions. Audition notices shall be reasonably publicized within the community at least one week prior to auditions, and auditions held on at least two different days.

Section 2. **Child Safety:** Safety for children participating in CCT programs is essential. The board shall maintain and promote a sound child safety policy that applies to all members and participants in CCT programs.

Section 3. **Resignation, Removal, Change of Show:** If a director, leader, or participant in any CCT program cannot or will not fulfill their commitments in accordance with CCT policies and practices, they shall resign and relinquish their duties to the board. Any such person may be removed for cause by a two-thirds vote of the entire board of directors at any duly called meeting provided the member is notified in advance of the intent to remove. Only the board of directors is authorized to cancel or replace a show, workshop, or other program authorized by the board.

ARTICLE VIII

Fiscal Management

Section 1. **Fiscal Year:** The fiscal year shall be from September 1 to August 31. These dates may be changed by the board of directors.

Section 2. **Spending authority:** The board shall adopt a budget for each show, and may adopt supplemental budgets and approve additional expenditures at any time. The treasurer may expend monies as authorized by the board. Expenditures that exceed a budgeted amount by the greater of 10% or \$100 must be approved by the board. The board may grant specific spending authority within approved budgeted amounts to show directors and other agents.

Section 3. **Contracts, Checks, Drafts:** All contracts, checks, drafts, and other instruments executed or delivered on behalf of the corporation shall be signed by such officer(s) or agent(s) and in such manner as shall from time to time be determined by the board of directors.

Section 4. **Deposits, Investments:** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in banks or other depositories as the board of directors shall select. The funds may be invested in a reasonably prudent manner by the board or any investment manager appointed by the board.

Section 5. **Records:** CCT shall keep correct and complete books, records of account, and minutes of the proceedings of the board of directors and any committees having any of the authority of the board of directors. All books and records may be inspected by any director or director's agent or attorney at reasonable times for any proper purpose to the extent permissible by Nonprofit Corporate Law.

Section 6. **Loans:** No loans shall be contracted nor evidences of indebtedness issued on behalf of the corporation unless authorized in a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 7. **Gifts:** The board of directors may accept any contribution, gift, bequest, or device for any lawful purpose of the corporation, and may give reasonable recognition to the donor.

Section 8. **Conflict of Interest:** The board of directors and officers of CCT shall maintain a conflict of interest policy that meets the standards set by the IRS and the State of Oregon for non-profit corporations.

ARTICLE IX Indemnification

Indemnity: Current and former Directors and Officers shall be indemnified by the corporation against all liabilities and expenses imposed upon or reasonably incurred by them in connection with any action, suit or proceeding with which they are involved or threatened by reason of their service as a director or officer, or any alleged act or omission by them in any such capacity, except in matters in which they shall finally be adjudicated to have acted in bad faith or with willful misconduct in their capacity as director or officer. These indemnity provisions shall not be exclusive of any other rights which a director or officer may have pursuant to Oregon Law.

ARTICLE X Parliamentary Authority

CCT meetings shall be run in a fair and reasonable manner. If more specific rules are needed (e.g. for a contentious issue), the rules in the current edition of Robert's Rules of Order shall be employed where they are not in conflict with these bylaws, state laws, and resolutions adopted by CCT.

However, board members are not expert parliamentarians, and actions taken by the board shall not be invalidated by minor procedural errors if the actions are otherwise carried out in good faith in accordance with CCT's purpose and rules.

ARTICLE XI Amendments

Section 1. **By Directors:** The bylaws may be altered, amended, or repealed at any board meeting by a two-thirds vote of all board members except where an amendment would a) affect the rights or criteria of membership, b) affect CCT's purpose, c) affect CCT's open casting policy, or d) be inconsistent with CCT's status as a legal 501(c)3 corporation. Proposed amendments shall be submitted in writing to the Board of Directors at least two weeks before voting. For purposes of this paragraph only, directors may give their written proxy or absentee ballot to the secretary. Membership shall be informed of Board changes to the bylaws.

Section 2. **By Membership:** The bylaws may be altered, amended, or repealed by a two-thirds (2/3) majority of the voting members at any duly called membership meeting. Proposed amendments shall be provided in writing to all members at least two weeks in advance of any voting.

Adopted as the amended Bylaws of Corvallis Community Theatre, Inc.
on this _____ day of _____, 200__.

Terry Moore, President (Acting)

Beth Riley, Secretary