

**Corvallis Community Theater**  
Minutes of Meeting ~ May 17, 2005  
**Special By-Laws Meeting**

Board Members Present = Terry Moore, Anne White, Beth Riley, Tony Olsen, Leah Burgy, Jonathan Pedersen, Stephanie Jorgensen, Ted Conner, Bill Nelson

Absent = Shirley King, Jack Wirz

Special Guests = Jeanne Smith (Attorney), Pat Megowan, Shell Whittington (MTM Pres)

Total in Attendance = 22 participants

7:12 pm = Call to Order

Welcome to all present

Call to Order

Review of Agenda

Agenda =           Introductions / Welcome  
                      Reasons for changing CCT By-Laws  
                      What IS Membership  
                      Proposed Additions & Deletions  
                      Voting  
                      Adjournment

Terry Moore, Acting President, welcomed all present and thanked them for their interest in continuing the tradition of Community Theater in Corvallis. He invited everyone to the Annual Meeting and to the Volunteer Celebration (those dates are not yet finalized) to be held in the fall. He reminded us that several Board Positions are available this year: President, VP, and Past President.

Terry proposed that we follow Robert Rules of Order if they are necessary, otherwise we would use prudence and be sure all voices were heard. He invited all to speak up and to be actively involved in this process.

Noted: MTM and CCT are different entities, with separate memberships. Both are 501-c Non-Profit organizations, but you could be a member of either of them, donate or volunteer to either one, or both, or neither.

1. Reasons for Changing CCT By-Laws:
  - a. To be legal. As a 501-c Non-Profit Organization, there are legal requirements to be met and currently CCT is not in compliance.
  - b. We have an ethical obligation to our members and our volunteers to run CCT in the most effective manner to promote our joint love of live theater.The challenge is to balance our legal and ethical obligations.

2. Legal Requirements:
  - a. As 501-c, CCT is required to have a membership list that is:
    - i. Accurate
    - ii. ContactableOur current method of using our Volunteer List does not and cannot meet that criteria.

3. A Non-Profit:
  - a. Must have evidence that each member knowingly and purposefully consented to be a member,
    - i. Volunteer list "by default" does not work
  - b. Must be updated annually by the member,
  - c. Must have accurate means to contact members and alert them of meetings, etc.Through research we have learned that typically an organization such as CCT has a membership application, dues to be paid, and annual renewal.  
The amount of any fee/dues is not currently specified and would be set by the members.

We decided to review each article & section at a time. The following summarizes the essence of the thoughtful and well-meaning comments that were contributed.

## Article I = Name

Q – “duration shall be perpetual”

A – (Jeanne / counsel) smart wording; until the organization is absolved, it's easier to leave it open ended.

## Article II = Purpose

### Article III = Members

Q = right to vote and membership dues. Prefer to have amount set for \$0. in ByLaws. Sounds as though could volunteer any number of hours and still have no right to vote.

C = Amount is set later, not in ByLaws.

Q = How represent interest of a person with no membership, who has no vested interest in the theater?

Q = Couldn't we set membership as nominal fee OR volunteer hours?

C = Concern that could “buy” someone's membership to get their vote. Membership should be volunteer related.

C = Hear concern of devalue Volunteers. How about initial membership is volunteering for CCT, if meet that criteria, then could pay whatever fee.

C = Remember, need to be member in good standing 30 days before could vote.

C = Sounds like main issue is one of maintaining accurate Data Base. Suggest volunteers are greeted and given “welcome to CCT” sign-up card which they return. Or we have their name & address and send card to alert them they helped out and are therefore member in good standing. We send out card the following year and they return in therefore they've contacted us.

C = To be member, They need to take positive action. Volunteer List will never be accurate enough. An info card or web-site would be fine, but the member must sign up.

Q = How about Season Ticket Holders? Why aren't they members? We shouldn't limit to Volunteers.

C = To protect against “fake members” should have to pay some fee too, saying “I care.” It's positive commitment that want to belong.

Q = Volunteer List is not current?

C = Could fill out card, Liaison coordinates, notes that Volunteer was here, date.

C = Membership is not to raise money, yet Q&A says money will be used to defray costs.

C = That's really a non-issue, the \$5 won't cover anything, it's a proactive step for someone to take. If want a Volunteer to sign up that's fine.

Q = Is bringing in “ringers” really a problem?

C = It can be; usually solved by having Membership Criteria. This reflected affirmative action taken to indicate someone wants to be a member, more than just attending, has interest in organization.

C = What's CCT liability if member or volunteer is hurt on a production? Is there a difference?

A = No, everyone, even audience members, are covered by policy.

C = Sounds like membership is more an administrative issue, hard to keep track of information. Agree need to be pro-active, member sent card & they send it back. But want to avoid creation of elitist, two-tiered system (member vs volunteer).

C = Could build membership by handing out membership invitation card to all volunteers on shows, plus season ticket holders, with opportunity to become member. Alert them that membership means they can vote.

C = Need to focus ~ agree membership needs to be contactable list, now debating how to implement, which is separate issue. Many good points, but expending energy on later issue.

Q = to Counsel = Can the notion of membership dues be either/both volunteer or fee? “yes”

Then believe we can agree – potential member needs to take proactive step such as filling out a form.

We could expand the idea of “dues” to be money or a volunteer option (no money required).

C = Need to find a way to change second sentence to include application and dues OR volunteer hours.

A = Only state membership information. Then on the dues list could state volunteer hours suffice.

Q = Does “dues” have to be money? Or hours?

A = Keep the wording of “dues” in Section 3, however in Section 1 the “dues” does not have to be money, could be set by the membership as money, volunteer hours, or combination.

C = Maybe dues/money waived if X hours volunteering?

**MOTION = Article III, Section 1 = eliminate the second sentence's end: “and paying annual membership dues.”**

**SECONDED & APPROVED BY GENERAL ACCLAMATION.**

**MOTION = Article III, Section 2 = change “dues” to “criteria” in two places.**

Q = Is this legal?

A = Yes. Not typical to change the amount yearly, but it's ok.

SECONDED & APPROVED BY GENERAL ACCLAMATION.

**MOTION** = Article III, Section 3 = take out “waive membership fee”

Counsel = No, keep in the possibility to waive the money, but add wording: “if any” and do not move to “criteria” from “dues” in this section. Best to keep the money/fee reference here.

C = should add “and any other membership criteria, and...”

C = So first sentence will start: “The board of directors may waive the membership fee, if any, and any other membership criteria, and grant special membership to ...”

MOTION AMENDED, SECONDED & APPROVED BY GENERAL ACCLAMATION.

#### Section 4

C = need to change “fee” to “criteria”

C = or just leave off, allow it to be “membership information”

C = need to allow for meeting whatever other criteria we determine too

**MOTION** = Article III, Section 4 = delete “fee” references, add “and satisfaction of the membership criteria” to the second sentence.

= change “yet paid their membership fee” in third sentence, to “submitted their application”

SECONDED & APPROVED BY GENERAL ACCLAMATION.

#### Section 5

C = Concern about removal of member by 2/3 vote. What about a “coup”?

Q = Is there any confidentiality requirement?

A = (counsel) No, but delicacy is part of authority given to the board. Typically member may be removed For Cause by the Board. Recommend that the Board be allowed to remove member “for cause.”

Q = Who determines what constitutes “cause”?

A = Oregon Statutes.

C = Worried sounds like board has power to take away membership.

A = (counsel) Remember that Board wears two hats: one as member with right to vote, the other as officer with fiduciary duty to operate the organization in a fair and prudent manner consistent with law.

C = Have objection to Board with ability to remove member from membership. Should be vote of all.

C = Board has responsibility to keep All in safe environment and CCT assets protected. They need flexibility to remove someone if there’s reason ~ legal, threatening, embezzlement, pedophilia... If the membership feels someone was removed inappropriately then the membership can reinstate person.

**MOTION** = Article III (Members) = approved as amended

SECONDED & APPROVED BY GENERAL ACCLAMATION.

### Article IV = Membership Meetings

Section 1 = change “dues” to “criteria”

Section 2

Section 3

Section 4 = comment that if member is under 18 years old, cannot legally vote.

**(Must be sure data base includes date of birth to track this!)**

Section 5

**MOTION** = Article IV (Membership Meetings) = approved as amended

SECONDED & APPROVED BY GENERAL ACCLAMATION.

### Article V = Board of Directors

Section 1

Section 2

Q = Should Board Member be CCT member at time nominated?

C = Would be good to say membership.

C = Favor flexibility and not requiring membership.

C = We’re trusting the membership/voting and the nominator’s judgment.

Section 3

Section 4

Section 5

Section 6

Section 7

C = OK to have meeting if all can hear and participate. Speaker phone is ok, but not email messaging to take place of meetings.

C = Worried that all Board Members actually receive notice of meeting. Potential it was "sent" (or not) but never received.

A = If taking advantage of system, then not fulfilling fair & fiduciary duties to CCT.

#### Section 8

#### Section 9

#### Section 10

C = should remove sentence about Board removing Board Member – it should be up to the membership to vote in and out.

C = No, if have Board Member who doesn't show up, or not doing job, don't want to have to wait or call special meeting, costly, to notify of meeting.

C = There are circumstances when need to act quickly without entire membership.

Q = Ever situation of missed meetings and refused to step down?

A = Actually, yes.

C = With smaller membership, the cost of notifying for meeting would be less.

C = Can't totally prevent a crazy situation, that's when Do call membership. But don't want to tie the Board's hands ~ they are trusted to act as representatives.

C = Cost is? (\$500 for this meeting) In case of a coup, the cost would be much greater to fix it later vs letting the membership decide.

C = If elect Board, must trust them. If they goof, we call a meeting.

Q = Are there cases when the board needs to remove someone asap? Yes, embezzlement. Therefore, they need the tool. But we could set the standard higher than 2/3 of the Board to remove someone.

C = Also other safeguards – 14 days notice ... done in open ... "for cause"

C = (counsel) = The law allows that 2/3 vote to remove someone if Board elected by itself. If Directors are elected by members, they can only be removed by members. However, an "officer" can be removed by the Board. They would still be a Board Member, but not an Officer. Generally can remove an officer from their office by majority of the Board. If at start of the term, if you have set reasons to remove Board Member, then you can (such as missing meetings).

C = Then we could identify a few behaviors *obviously* cause removal such as illegal actions, non-performance of duties.

C = (counsel) = It's recommended to review By-Laws every two years, so could include next time.

C = Could list some here, now.

C = "For cause" does give permission.

C = Need to distinguish "officers" can be removed as Officer by majority of Board versus "members" of the Board who can only be removed for explicit reasons stated. Therefore, we should add: criminal acts and violation of the Child Safety Policy.

C = Reminder that "Old" By-Laws talked of various committees Board was involved with, "New" doesn't elect Board Member to specific position, but to general board, allows flexibility to trade & assign roles. So, if "bad" fit the Board can remove duties easily.

**MOTION = Article V, Section 10 = remove "or officer" from second sentence, and add "..., or by Board of Directors for the following reasons: criminal acts, violation of Child Safety Policy, or absence at more than two meetings without good cause." to end of second sentence. Change third sentence to start "An officer may be removed from office for cause..."**

**SECONDED & APPROVED BY GENERAL ACCLAMATION.**

**MOTION = Article V (Board of Directors) = approve all as amended**

**SECONDED & APPROVED BY GENERAL ACCLAMATION**

**MOTION = Article VI (Officers) = approve**

**SECONDED & APPROVED BY GENERAL ACCLAMATION**

**MOTION = Article VII (Programs) = approve**

Q = Clarification that Section 2 refers to protecting vs child sexual abuse, not general safety.

Obviously we want all people (children, youth, adolescents & adults) to be safe whenever at CCT.

**SECONDED & APPROVED BY GENERAL ACCLAMATION**

### Article VIII = Fiscal Management

#### Section 1

#### Section 2

Q = Concern from director perspective that 10% or \$100 is difficult to anticipate or track to alert board of discrepancy.

C = Might be, but need accountability.

C = Possible to use Board Liaison as Producer role, Director more Artistic.

C = Really just need to alert the Board, be responsible, won't stop the show...

C = Idea – hire an Executive Director for CCT to oversee operations, under Board, save money in long run.

C = The wording is flexible and reasonable, should leave alone.

#### Section 8

Q = Is there a Conflict of Interest Policy?

A = We're developing one.

C = Realize it's still ok to use your own company, and get discount, just need to be open & communicate.

**MOTION = Article VIII (Fiscal Management) = approve**  
**SECONDED & APPROVED BY GENERAL ACCLAMATION**

#### Article IX = Indemnification

C = Clarification that means CCT will pay legal fees in case sued.

**MOTION = Article IX = approve**  
**SECONDED & APPROVED BY GENERAL ACCLAMATION**

#### Article X = Parliamentary Authority

**MOTION = Article X = approve**  
**SECONDED & APPROVED BY GENERAL ACCLAMATION**

#### Article XI = Amendments

##### Section 1

C = need to change wording, remove “dues” and replace with “criteria”

C = want to remove Section 1, because Directors should not be able to make amendments to By-Laws on their own. Must have membership involved.

C = But need flexibility for minutia, while setting limits on what items can be amended.

C = Difficult to foresee all actions needed fast by Board and require change to By-Laws.

C = Think it's solid coverage for purpose of CCT. Such as in Spending Authority section, we already know might need to change the amount, or the wording of something, or some technicality to be fixed. Mostly the membership doesn't care anyway about those things.

**MOTION = Remove Section 1 from Article XI.**

No second.

C = need to be sure to notify membership when Board makes any By-Laws change. Perhaps via a show's program, notice in the window, web-site update, or mailing.

C = Do we need to specify how or when notified? Or leave open ended?

C = Can be open ended, just in timely & appropriate manner. At discretion of Board.

**MOTION = Article XI, Section 1 = change “dues” wording to “criteria” and add final sentence: “Membership shall be informed of Board changes to the By-Laws.”**

**SECONDED & APPROVED BY GENERAL ACCLAMATION.**

**MOTION = Article XI (Amendments) = approve as amended**  
**SECONDED & APPROVED BY GENERAL ACCLAMATION**

**MOTION = To adopt entire CCT By-Laws as amended tonight.**  
**SECONDED & APPROVED BY GENERAL ACCLAMATION**

Everyone was thanked & congratulated on participating in successful & positive process.  
We Did It!! 😊

~ 10:00pm Adjourned.