

BYLAWS
of
Community Theatre, Inc.
Bremerton, Washington

We, the members of Community Theatre, Inc hereby establish these Bylaws as the basic rules of organization of this corporation.

Article I. Name, Objectives

Section 1.01 Community Theatre is organized as a non-profit corporation to promote, advance and encourage the art and education of the theatre; to cooperate with other educational and theatrical groups for the advancement of the theatre; to provide a mode of expression to anyone interested in any phase of the theatre; and to provide entertainment to the community.

Article II. Membership

Section 2.01 A member of Community Theatre shall be any person interested in the objectives and activities of Community Theatre; and who shall agree to conform to the rules and regulations specified in the Bylaws; and who shall have paid the required dues and initiation fees or have performed the required services.

Section 2.02 Voting members of Community Theater shall be at least eighteen (18) years of age and shall have one vote at any Business Meeting of the General Membership.

Section 2.03 A member may be expelled by a two-thirds vote of the members present at any business meeting of the General Membership.

Section 2.04 Membership shall not be transferable

Section 2.05 Membership in Community Theatre shall be for one year, and shall expire each year on the Thirtieth of June, and all rights and interests of the Member in Community Theatre shall cease unless renewed within thirty (30) days. The Secretary shall issue a membership card to each member attesting to paid-up membership.

Section 2.06 Types of Community Theatre memberships shall be divided into classes as determined by Board directives. Membership dues, initiation fees and membership classifications shall be set by the Board of Trustees with ratification at the next General Meeting.

Article III. Finances

Section 3.01 The fiscal year of Community Theatre shall be from the first day of July to the 30th day of June the succeeding year.

Section 3.02 No money shall be drawn from the corporation funds, or financial obligations incurred, except in consequence of appropriations made by resolution of the Board of Trustees, and a regular statement and account of the receipts and expenditure of all theatre funds shall be made available periodically for the benefit of the General Membership.

Article IV. Meetings of the General Membership

Section 4.01 The General Membership shall assemble at least (4) four times in every fiscal year, and such meetings shall be in the first full calendar week in September, December, February, and May unless the Board of Trustees shall temporarily appoint a different day.

Section 4.02 A quorum to do business at any Business Meeting of the General Membership

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shall consist of 10% of the registered membership, provided that the members shall have been notified by mail and other appropriate means, not less than five (5) days in advance of the meeting.

Section 4.03 Each member shall have one vote.

Section 4.04 A majority of members present shall by resolution determine the standing rules of procedure for all business meetings, but in the absence of such rules, Robert's Rules of Order (revised 1951) shall prevail.

Section 4.05 The General Meeting held in May shall be held for the purpose of electing officers and members of the Board of Trustees for the succeeding year; for receiving reports of officers, Department Managers, Committee Chairmen; and for such other purposes as are necessary.

Section 4.06 The General Membership may be called for special meetings by the President; or upon the application of fifteen (15) members to the Board of Trustees; or they shall meet from time to time as determined by resolution approved by a majority of those members present at any meeting.

Article V. Board of Trustees

Section 5.01 The Board of Trustees shall act as a General Managing executive committee and shall exercise full control over all the business of Community Theatre and shall have sole authority to:

- (a) Pay all bills; and appropriate all funds, and direct the method of their expenditure and the means for their accounting.
- (b) Borrow money on the credit of Community Theatre.
- (c) To commit the theatre into contractual obligations and purchase and dispose of theatre property.
- (d) Fill all vacancies on the Board of Trustees that may happen, by making appointments which shall expire at the time of the next regular elections.
- (e) To create all executive and administrative departments and committees not provided for in the Bylaws; and to define the authority, responsibilities and duties of all Theatre departments, committees and officers.
- (f) To issue directives, make all regulations, and do all other things necessary and proper for the carrying into execution the foregoing powers, and all other powers vested in these Bylaws and in the Articles of Incorporation.

Section 5.02 All executive and management powers of this corporation shall be vested in a Board of Trustees of ten (10) officers elected by the General membership. The positions shall be:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Production Coordinator
- (f) Five (5) Members at Large

Section 5.03 Each Board of Trustee member shall have one vote.

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Section 5.04 Board of Trustee members shall not receive any compensation for their service.

Section 5.05 In addition to its elected Officers, Community Theatre creates the voting position of Executive Director Emeritus to the Board of Trustees, to which the corporation appoints its founding member, Robert Montgomery. The Executive Director Emeritus position shall be for the lifetime of Robert Montgomery.

Section 5.06 No Person shall be elected to the Board of Trustees who is not a member of Community Theatre.

- (a) No member of the Board of Trustees shall be less than 18 years of age.
- (b) No member of the Board of Trustees shall hold more than one elective office on the Board at the same time.
- (c) Resignations of officers and members of the Board of Trustees must be submitted in writing to the Board to become effective.
- (d) Any member of the Board of Trustees may be removed by a two-thirds vote of the members present at any regular or special business meeting of the General Membership.

Section 5.07 The Board of Trustees shall determine the rules of its proceedings, and be the judge of the elections and qualifications of its own members.

- (a) A majority of its membership shall constitute a quorum to do business.
- (b) The Board of Trustees shall meet at least once each month on a date and time set by a majority of the members of the Board.
- (c) The Board shall keep a minute book containing a journal of its proceedings, motions passed and all other information required in the Bylaws or required by law.
- (d) Within thirty (30) days after assuming office, the new Board of Trustees shall meet with the members of the retiring Board of Trustees in a joint meeting for the purpose of transferring records, funds, instructions and information to the proper officer.

Section 5.08 The terms of office of all officers and members of the Board of Trustees shall be concurrent with the fiscal year.

Section 5.09 The Board of Trustees shall be responsible for the safeguarding of all records, accounts, funds and property of Community Theatre. The Board shall require that officers and members of the Board, upon the termination of their official duties, turn over all records, funds and property of the Theatre to their successors or to the properly designated officers before their responsibilities are discharged.

Section 5.10 The Officers and Members of the Board of Trustees shall continue to hold office until they have been succeeded by their duly qualified and elected successors.

Section 5.11 In the event the President or Vice President is unable to perform their duties, the following officers shall temporarily assume the office of President in the following order of succession: (1) Secretary, (2) Treasurer, (3) Senior Board Member, (4) Junior Board Member.

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Article VI. Officers

Section 6.01 The President shall be elected annually by the General Membership of Community Theatre. The President shall be the principal executive officer of the organization and shall have power to decide all questions relative to the interpretation of the Bylaws and the rules of order and procedure; and shall have power to:

- (a) Appoint, with the advice and consent of the Board of Trustees, a Business Manager, all principal subordinate officers, department managers, committee chairmen, and delegates and representatives of the Theatre.
- (b) Call all special meetings of the Board of Trustees and the General Membership, and to be the presiding officer of all such meetings.
- (c) To see that all orders, resolutions, and directives of the Board of Trustees are faithfully executed.
- (d) Sign certificates, affidavits, and other legal documents in the name of Community Theatre when so authorized by the Board of Trustees.
- (e) Require reports and accounts from all theatre officers, committee chairmen, and department managers, whenever necessary.
- (f) Perform all other duties expressed or implied in the Bylaws or designated by the Board of Trustees.
- (g) Upon assuming office, the President shall present a statement of policy and future plans to the General Membership; and upon the close of the fiscal year, shall present a report of the progress and condition of Community Theatre during the year, to the annual General Meeting for the benefit of the General Membership.

Section 6.02 The Vice President shall be elected annually by the General Membership.

- (a) He shall assume the duties of the President in the absence of the President and shall succeed temporarily to the office of the President in the event that the office becomes vacant.
- (b) He shall have such other powers and duties as the Board of Trustees shall direct.

Section 6.03 The Secretary shall be elected annually by the General Membership and shall act as the general recorder of the Corporation. The Secretary shall also:

- (a) Be the keeper of the official seal.
- (b) Be responsible for all records of correspondence and official documents, and keep an accurate record of all General Meetings and Board Meetings.
- (c) Keep an accurate record of paid-up membership in Community Theatre, Inc and handle all records pertaining to the General Membership.
- (d) Be empowered to sign certificates and affidavits attesting to resolutions, orders and regulations of the Board of Trustees.
- (e) Assume such other duties and authority as the Board may direct.

Section 6.04 The Treasurer shall be elected annually by the General Membership and shall act as general fiscal and accounting officer, and shall also:

- (a) Supervise and control all accounting procedures and shall be responsible for the safeguarding and accounting for all corporation funds.
- (b) Sign all checks and orders for the disbursement of funds.
- (c) Prepare the annual financial and tax statements.

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(d) Assume such other authority and duties as the Board may direct.

Section 6.05 The Production Coordinator shall be elected by the General Membership to a two (2) year term at the regular general elections held on even numbered years. It shall be the Production Coordinator's responsibility to:

- (a) Arrange and attend a meeting in spring of the directors, technical directors and producers of the season, in order to answer their questions and make initial plans for providing for their needs.
- (b) Act as a coordinator in the production of the season's shows and provide assistance in the procurement of personnel and materials as required by the various technical directors.
- (c) Act as a liaison between the director, technical director and the Board of Trustees.
- (d) Report to the board the status of productions on a meeting-to-meeting basis.
- (e) Carry out such other powers and duties as the Board of Trustees shall direct.

Section 6.06 The five (5) Board Members at large shall each be elected for a term of two (2) years, with the terms of three (3) Board Members at large expiring on the odd years and two (2) Board Members at Large expiring on the even years.

- (a) The Board Members shall assume such other powers and duties as the Board shall direct.

Article VII. Committees

Section 7.01 The Board of Trustees shall establish special and standing committees not otherwise provided for in the Bylaws, define their authority, responsibilities and duties, term of office and method of selection.

Section 7.02 The Vice President shall chair and appoint four members to a Play and Director Selection Committee, said appointments subject to the advice and consent of the Board. It shall be a standing committee, to hold office for the fiscal year under such rules and regulations as the Board may direct, and shall select plays, play schedules, and play directors and recommend the same for the approval of the Board of Trustees.

Article VIII. Annual Audit, Reports and Remittances

Section 8.01 Immediately upon the beginning of a new fiscal year, or upon the resignation or termination of the office of the Treasurer, the President shall appoint an Auditing Committee of three members, at least one of whom shall not have been a member of the retiring Board, for the purpose of auditing the Treasurer's records and all books of account and financial records covering the previous year.

Section 8.02 The Auditing Committee shall make report of its findings at the first meeting of the Board of Trustees subsequent to the formation of the committee. A minority report may be submitted and accepted by the Board.

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Article IX. Elections

Section 9.01 The Secretary shall be authorized to grant permission to members to cast absentee ballot on the election of officers, amendments to the Bylaws and other matters which have been previously placed on the agenda. All absentee ballots must be placed in a plain sealed envelope and be marked Election Ballot along with the name, address and signature of the voter. If mailed, the Ballot envelope shall be placed in a second envelope. The mailing envelope shall be addressed to the official Community Theatre address and be marked Election Ballot. All absentee ballots must be delivered to the Community Theatre office prior to the hour of election.

Section 9.02 Voting at elections of Officers and Members of the Board of Trustees shall be by secret ballot, except when any candidate is running unopposed after the close of nominations, whereupon he or she shall be considered elected by acclamation.

Section 9.03 We are a community of people working toward a common goal. The tally shall be recorded in the minutes so there is an official record, but not verbalized, unless the members call for a show of hands for those results to be announced. If more than two people are running for one position, the tally must be recorded and announced.

Section 9.04 Each office or position shall be voted for separately in the order determined by the rules of procedure.

Section 9.05 The candidate receiving the majority of votes on any ballot shall be declared elected.

Section 9.06 No person may be qualified to vote in the elections for officers or members of the Board of Trustees who has not been a member of Community Theatre, Inc for at least ninety (90) days prior to the date of election.

Section 9.07 The President shall appoint a nominating committee of five members, at least four weeks before the date of elections. It shall be authorized to make nominations for officers and members of the Board of Trustees for the succeeding year, in accordance with the regulations and instructions established by the Board of Trustees. The election/nominating committee must have their proposed slate of nominees to the membership at least seven (7) days before voting is to occur. Nothing in this section shall be construed to deny the right of any member to nominate candidates from the floor.

Article X. Organization, Amendment of Bylaws and Dissolution

Section 10.01 Any member of Community Theatre may propose amendments to these Bylaws by presenting such proposal in writing to the Board of Trustees, who shall submit such proposal, together with their recommendations, to the General Membership at the next succeeding Business Meeting. Upon ratification of two-thirds of those present, the proposal shall become a part of these Bylaws.

Section 10.02 Upon ratification of two-thirds of those present at a General Meeting of the Membership of Community Theatre, Inc these articles shall become the Bylaws of Community Theatre and shall supersede and cancel the previous Constitution and Bylaws of Community Theatre and all amendments pertaining thereto.

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Section 10.03 Upon dissolution of Community Theatre, Inc., any assets remaining after the payment of debts and other liabilities shall be distributed to similar 501(c)(3) organizations.

Article XI. Indemnification

Section 11.01 The individual Members of Community Theatre shall not be liable for the obligations incurred by Community Theatre nor shall Community Theatre be liable for any unauthorized debts incurred by any member.

CANCELLATION

These Bylaws cancel and supersede Community Theatre, Inc. Bylaws of December 11th, 2011.

**APPROVED by 2/3 majority vote of the General Membership present at a General Meeting of
Community Theatre, Inc. this 11th Day of September 2012.**

**David Tucker
President**

**Trina Williamson
Secretary**