

# **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)

## **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  $\frac{3}{4}$  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**           The duty of the Board is to transact all business and establish the policies of the organization.

- (a.) The Board shall approve all plays and projects.
- (b.) The Board shall approve the budget for each production.
- (c.) Each board member shall assume responsibility for at least one of the following areas: Advertising, Business Management, Grants, Graphic Design, Historical, Inventory / Space, Membership / Newsletter, Publicity, Ticket Sales, and Volunteer Coordination.
- (d.) The Board must ensure that all of the responsibilities listed in Section 5.02 (c.) are fulfilled.

**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, Secretary, and Immediate Past President, 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
  - i. The President shall exercise the usual executive powers pertaining to the office of President.

- ii. **The President shall call and preside at meetings of the Board.**
- iii. **The President shall not vote, unless needed to break a tie.**
- iv. **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.**

**(e.) Immediate Past President**

- i. **The Immediate Past President acts as a consultant to the Board.**

**Article VIII. Business Operations**

**Section VIII.1 Business Manager**

- (a.) The Business Manager works under the direction of the Board.**
- (b.) The Business Manager oversees the day-to-day operations of the theatre.**
- (c.) The Business Manager works in conjunction with the Treasurer.**
- (d.) The Business Manager shall perform all accounting tasks.**

## **Article IX. Standing Committees**

### **Section IX.1 Standing Committees of the Board shall be the following: Executive and Production.**

#### **(a.) Executive Committee:**

- i. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and Business Manager. The Immediate Past President may choose to be a member.**
- 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.) Production Committee:**

- i. The Production Committee selects and proposes the season's shows, with dates and budgets, to the Board for approval.**
- ii. The Production Committee recommends the production leadership for each show.**

## **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.**
- (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 quorum shall consist of five (5) or more voting Board members.**

## **Article XIV. By-Laws**

### **Section XIV.1 Disclosure**

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

### **Section XIV.2 Amendments**

- (a.) **Amendments must be submitted in writing to each Board member at least one week prior to a vote.**
- (b.) **To be adopted, an amendment must pass by majority vote.**

## **Article XV. Limitation of Liability**

**Section 13.02** 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.