

PULLMAN CIVIC THEATRE
BY-LAWS

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History of Revisions

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ARTICLE 1- Name

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

ARTICLE II - Purpose and Organization

- A. The purpose of this organization shall be to provide an atmosphere for the discovery and development of theatre arts and to provide a source of entertainment and education for the public.
- B. The corporation is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501 (c)(3) of the Internal Revenue Code.
 - 1. 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.
 - 2. 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.
 - 3. 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.
 - 4. The corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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 III - Employment Non-discrimination Policy

- A. Pullman Civic Theatre 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.

- B. 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 IV - Membership

- A. General membership is open to those persons who support the organization by purchasing an annual membership.
 - 1. Membership shall be for a period of one year.
 - 2. Special membership categories based upon the amount of money donated may be established by the Board of Directors. (i.e. "patron", "donor," etc.)
 - 3. Honorary Lifetime Memberships may be awarded by the Board of Directors. Selection may be made in recognition of outstanding and unselfish service benefiting the theatre.

ARTICLE V - Board of Directors

- A. The Board of directors (BOD) shall consist of no less than eight (8) voting members, none of whom is a paid employee of the organization, and up to six (6) additional ex-officio or voting members, not to exceed a total of fourteen (14) members. - per WAC 458-20-249
 - 1. The Officers of the Board of Directors shall consist of a President, Vice-President, Treasurer, Secretary, and Immediate Past President, who shall be voting members.
 - 2. The term of each board member shall be three years. A director may be re-elected for no more than two consecutive terms.
 - 3. A Board of Directors member may resign at any time by delivering a written note of resignation to the Board of Directors or its presiding officer.

4. All board members will be required to purchase an annual membership.
- B. The duty of the Board of Directors is to transact all business and establish the policies of the organization. However, board members who belong to groups or organizations with which PCT is likely to contract must recuse themselves from any discussion or voting on the potential contract, and shall excuse themselves from the meeting during discussion regarding the matter in conflict.
1. The Board shall manage the organization and its properties, approve all plays and projects; budget for the organization's needs; establish paid positions, provide job descriptions; provide for the continuing growth of the corporation and, in the absence of a business manager, hire and contract with all new employees.
 2. The Board of Directors shall develop the year's program and approve the budget for each production.
 3. Vacancies arising from any cause shall be filled by appointment of the president and consent of the Board of Directors. The new member or office holder will assume the term schedule of the vacant position.
 - a. The new member(s) appointed by the president shall serve their terms until the next annual meeting when they may run for election to the board.
 4. Removal of any board member may be accomplished by a 2/3 majority of the Board of Directors whenever, in its judgment, the best interests of the organization will be served thereby.
 - a. Any board member who is absent from regular board meetings three successive times without an excuse is excused from the board and the president shall appoint a new member.

ARTICLE VI - Officers

- A. The terms of officers shall be two years. Board of Director members may run for re-election to Executive Committee positions as many times as they wish during their terms as board members.

1. President

- a. In the absence of both the President and the Vice President, the Treasurer shall preside.
- b. The President shall exercise the usual executive powers pertaining to the office of President.
- c. The President shall call and preside at meetings of the Board of Directors.
- d. The President shall not cast any votes in meetings of the Board of Directors unless it be to break a tie vote.

2. Vice-President

- a. In the absence or disability of the President, the Vice-President shall act as President in all ways except as chair of the *Star Gazing Committee*.
- b. The Vice-President shall serve as chair of the *Promotion and Fundraising Committee*.

3. Secretary

- a. It shall be the duty of the Secretary to handle all official correspondence pertaining to the affairs of the organization excepting those granted to committees.
- b. It shall be the duty of the secretary to maintain records of the proceedings of the Board of Directors.
- c. The secretary shall serve as co-chair of the *Policy and Budget Committee*.

4. Treasurer

- a. The treasurer shall have the care and custody of and be responsible for all funds and investments of the organization.
- b. The treasurer shall maintain detailed books of account and make monthly reports to the Board of Directors.
- c. The treasurer shall serve as co-chair of the *Policy and Budget Committee*.

- d. Shall preside at Board meetings in the absence of both the President and Vice-President.
- 5. Immediate Past President
 - a. Acts as a consultant to the executive committee.

ARTICLE VII - Standing Committees

- A. Standing Committees of the Board shall be the following: *Executive, Policy and Budget, Production Management, Production Publicity and Ticket Sales, Promotion and Fundraising, Social and Educational Activities, Inventory/Space, Nominating and Elections, By-laws, and Historical.*
 - 1. Special committees may be appointed by the President as the need arises.
 - 2. The *Executive Committee* of the Board of Directors shall consist of the President, Vice-President, Treasurer and Secretary. The Artistic Director and the immediate past president may be ex-officio members of the Executive Committee.
 - 3. Committee Membership
 - a. Each committee may consist of a total of three Board members (including the chairman).
 - b. Each committee may expand membership to a maximum of six (6) with volunteers from the community to fulfill special needs of the committee.
 - c. Any Board member may sit in on any committee meeting regardless of the numerical membership of that committee.
 - d. The term of committee membership shall be one year. Committee chairs will be determined at the April meeting of the Board of Directors.
 - 4. Committee Duties
 - a. Each committee is responsible for preparing a budget for their committee's duties during the next production season.

i. *Executive Committee*

- (a) Transact the business of the organization in emergency situations which occur between meetings of the Board of Directors.
- (b) May not commit the organization to any expenditure exceeding \$400 without Board approval.
- (c) Shall submit a report of such activities to the Board at its next meeting.

ii. *Policy and Budget* (Co-Chair: Secretary and Treasurer)

- (a) Maintain, research and recommend updates to the organization's operating policies to the Board as necessary.
- (b) Research and either establish or recommend updates to agreements and arrangements with agencies outside of the organization for Board of Directors' approval.
- (c) Collect committee budgets and prepare an annual budget for Board Approval in November.

iii. *Production Management* (Chair: Artistic Director)

- (a) At the June Board meeting, recommend to the BOD two six (2-6) plays for the upcoming season.
- (b) Inform the Board of Directors of the names of potential directors; music, costumes, lighting, sound, etc.
- (c) Responsible for selecting production sites for the season to be approved by the Board of Directors.
- (d) Make recommendations, if necessary, for any facility or equipment improvements required for the organization to be approved by the BOD.

iv. *Publicity and Ticket Sales*

- (a) Plan public relations and develop an advertising plan for each of the productions for the year and for Board information.

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- (b) Oversee all facets of ticket sales and distribution.
- (c) Select a Box Office Manager for each production.
- (d) Select a House Manager for each production.

v. *Social and Educational Committee*

- (a) Serve as a liason to area theatrical groups to foster cooperation and a sense of community among those groups--making recommendations to the BOD on a regular basis.
- (b) Organize cast parties and other social events. Arranges workshops, classes and educational activities within the theatre.

vi. *Membership and Volunteer* (Chair: Fourth at large Director)

- (a) Keep records of past donors and the general membership of the organization for the purpose of thanking/honoring them, for their donations.
 - (b) Keep records of past volunteers and crew members for the purpose of thanking/honoring them and for direct mail appeals for assistance with future productions
 - (c) Keep records of past cast members for the purpose of direct mail announcements of auditions for future productions.

vii. *Promotion and Fundraising* (chair: Vice-President)

- (a) Plan and design the public relations and advertisements for the organization for Board approval.
- (b) Plan all fundraising events for the organization with Board approval.
- (c) Develop innovative ways to promote the organization within the community to be approved by the Board of Directors.

viii.

(a) Responsible for annually reviewing the By-Laws and submitting recommendations for revision to the BOD as described in Article IX.

ix. *Nominations and Elections* (Chair: To be appointed by the President)

(a) Responsible for selecting a slate of officers to be elected according to Article VIII.

(b) The term of office for Executive Committee positions shall be two years. The President and Treasurer shall be elected in the odd years; the Vice-President and Secretary shall be elected in the even years.

x. *Historical* (Chair: To be appointed by the President)

(a) Trace and document the past history of Pullman Civic Theatre in Pullman and its transitions.

(b) Keep and maintain historical records of Pullman Civic Theatre.

xi. *Inventory/Space*

(a) Shall be responsible for maintaining an inventory of all properties of the organization including, but not limited to, properties, sound equipment sets, costumes, lighting and any miscellaneous items.

(b) Will perform an inventory once every calendar year (with such assistance as needed) and will report the

(c) Is responsible for finding and securing storage space (to be approved by the Board of Directors) for props, sets, costumes and equipment.

ARTICLE VIII - Meetings

A. The Board of Directors may meet monthly. Meetings are open to the public except in case of personnel discussion. However, only Board of Director members are allowed to make motions or to vote.

B. The annual meeting shall be held during the last half of the month of

March, the exact date to be determined by the President. Public announcement of the annual meeting shall be made at least one week prior to the annual meeting date.

- C. A meeting may be called by the President or Artistic Director to review the business of the current production.
- D. A special meeting of the BOD may be called by the President or Vice-President on twenty-four (24) hour notice to all members of the Board of Directors.
 - 1. A quorum may be present even in the absence of a board member.
 - 2. The special meeting may be conducted via e-mail, telephone, or conference call if necessary.
 - a. Votes of the Board of Directors on issues not resolved by the Executive committee may be approved or rejected by a two thirds (2/3) majority of board member votes via e-mail, telephone or conference' call and must be reviewed at the next Board meeting.
- E. Board meetings may be cancelled/postponed by the presiding officer in the following instances: there is no quorum, there is a conflict with performances, or there are exceptional circumstances.

ARTICLE IX - Nominations and Elections

- A. Nominees for potential board members may be made by any member at any time. Elections to the Board will occur at the annual meeting. Election to the Board shall be by a two-thirds (2/3) majority vote of the membership at the annual meeting provided that membership dues have been paid 30 days prior to the annual meeting date.
- B. Each Board member shall be elected to a three (3) year term., Board members may be elected for no more than two consecutive terms.
- C. Board members who have served two (2) consecutive terms must wait a minimum of one (1) year after their second term before being elected to the board again.
- D. Officers shall be elected by the Board of Directors at the first

regularly scheduled meeting following the annual meeting of the general membership.

ARTICLE X - Quorum - Bylaws

- A. A quorum shall consist of not less than five (5) voting Board members.
- B. These By-Laws may be amended by submitting proposed amendment(s) in writing to all Board members at least one full week before a meeting or by being presented in writing at a meeting after which the President may call a special meeting to vote on the amendment(s). This special meeting may not occur sooner than one week following submission of the proposed amendment(s).
- C. To be adopted, a proposed amendment or revision must receive a two-thirds (2/3) majority affirmative vote of the Board of Directors.

ARTICLE XI- Limitation of Liability (Indemnification)

- A. 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.

Article XII- Theatre Operations

- A). Artistic Director
 - 1). Works under the direction of the Board of Directors.
 - 2). The Artistic Director and the Production committee must seek Board approval before any public announcement of PCT Sponsorship.
 - 3). The Artistic Director may be an ex-officio member of the Board of Directors
- B). Business Manager
 - 1). Works under the direction of the Board of Directors.

2). The Business Manager may be an ex-officio member of the Board of Directors.