

Liberty Lake Community Theatre
Bylaws

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of this Association shall be the Liberty Lake Community Theatre, and its principal office is to be located in the City of Liberty Lake, County of Spokane, State of Washington.

ARTICLE II – PURPOSES AND AIMS

Section 1. The Association is a voluntary, incorporated, non-profit association of persons.

Section 2. Said Association is organized exclusively for charitable, educational, scientific and entertainment purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 509(a)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. The purposes of the Association shall be to further the education of and provide entertainment to its members and the community in the area of dramatic arts with specific emphasis being on the art of community theatre production.

Section 4. Conflict of Interest Policy

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – ORGANIZATION AND MANAGEMENT

Section 1. Functions of the Board of Directors

The property, business and affairs of the Association shall be managed by a Board of Directors, the main functions of which shall be to:

- (a) Set forth all organizational policies and procedures in a standardized fashion.
- (b) Conduct the normal business operations of the Association including approval of administrative and production budgets and selection of production staff to include Producer, Director, Music Director and Choreographer.
- (c) Organize and conduct regular Board meetings.
- (d) Organize and conduct yearly election of Board of Directors.
- (e) Determine stipend positions and levels. A Board member may not vote related to a stipend issue for which he or she is being considered or currently occupies.
- (f) Select shows for production.
- (g) Explore relationships with other groups, individuals, and governmental organizations which may be to the Association's benefit.

Section 2. Board Composition and Responsibilities

The Board of Directors shall be composed of seven (7) members and shall include the President, Vice President, Secretary, Treasurer, and three Officers At-Large. Additional Chairmen can be created and managed as the Board of Directors see needed and to help fulfill their duties. The duties of the members of the Board of Directors are as follows:

- (a) President—presides at all General and Board of Directors meetings, establishes times for special meetings, makes appointments to committee offices, and officially represents the Association internally and externally.
- (b) Vice President—responsible for all marketing materials, making production selections, discovering new talent and managing Directors. Sets schedule of production season. Works with both Officers At-Large to plan events other than productions. Oversees the Teen Board. Presides in absence of President at meetings; replaces President when that office is vacated before the end of a term.
- (c) Secretary—maintains minutes of meetings and committee assignments, collects and distributes incoming correspondence, drafts and distributes outgoing correspondence, notifies Board members of meetings and schedules special guests at Board meetings. Maintains current membership records.
- (d) Treasurer—keeps accounts, pays bills, and has power to sign checks subject to limits and signatory rules approved by the Board (which currently require at least two signatures on checks). Prepares and presents monthly and annual reports of financial activities and status. The fiscal year of the Association shall be the calendar year unless the Board of Directors shall otherwise determine.
- (e) Officers At-Large—there will be three primary committees that the Officers At-Large will head:
 - (1) Facility Coordinator—committee head for production Set designs.
 - (2) Chairman of Sponsorship—responsible for organizing events and raising money.
 - (3) Box Office Coordinator—coordinates concessions, ticket sales and event volunteers.

Additional committee chairmen include:

- (a) Media Liaison—contact media, update Facebook and Twitter and maintain Google apps. Reports directly to Vice President.

Section 3. Elections

Elections for the Board of Directors will take place at the September monthly meeting every year. No advanced notice need be given unless elections cannot be held at the regularly scheduled September meeting, in which case, at least one week's notice should be provided to members. During even-ending years, elections will be held for President, Treasurer, Facility Coordinator, and Chairman of Sponsorship. During odd-ending years, elections will be held for Vice President, Secretary, and Box Office Coordinator. Terms for Board positions will be two years beginning October 1 following the respective election. No member who is an officer of another community theatre group may be eligible for membership on the Board of Directors of Liberty Lake Community Theatre.

Section 4. Board Vacancies

In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member of the Association to complete the remainder of the term, subject to the concurrence of a majority of the Board of Directors.

Section 5. Removal from Office

- (a) Any officer who misses four total or two consecutive (without one day's written notice) regularly scheduled Board meetings within a season year (October-September) shall forfeit his or her membership on the Board. Removal from office may be repealed, on a case-by-case basis, by two-thirds (2/3) vote of the remaining Board members present and voting at a regular or special Board meeting.
- (b) Any officer who is not performing his or her duties as outlined in these Bylaws and interpreted by the Board shall be subject to removal from the Board upon two-thirds (2/3) vote of the remaining Board members present and voting at a regular or special Board meeting. Such officer shall have the opportunity to attend the meeting.
- (c) Resulting vacancies shall be filled according to Article III, Section 4 of these Bylaws.

Section 6. Standing Committees

The following standing committees and their activities are subject to oversight and approval by the Board and will report regularly to the Board on their activities. Standing Committee members, with the exception of the chairpersons, are to be selected by the chairpersons.

- (a) Production Committee—coordinates activities related to putting on productions.
- (b) Fundraising, Membership and Events Committee—responsible for organizing all events related to fundraising, advertising and recruiting for the organization.

(c) Teen Board—responsible for organizing and running fundraisers, shows and events aimed at a younger audience. Additional duties as determined by the Board of Directors. Reports directly to Vice President.

Section 7. Ad Hoc Committees

Ad Hoc Committees may be established from time to time to study or cope with special problems. The chairpersons of these committees will be appointed by the President.

Section 8. Production Staff

Key production staff, including crew chiefs, will be appointed by the Producer of a specific production for the duration of said production. These appointments are subject to the approval of the Board of Directors.

ARTICLE IV – MEETINGS AND VOTING

Section 1. Meetings

(a) General Public Meetings

1. General public meetings may be held at a time and place to be designated by the Board of Directors for the transaction of such business as may properly come before the general public. Meetings are generally held on the second Wednesday of the month.

(b) Board of Directors Meetings

1. Meetings of the Board of Directors will be held on a monthly basis and may coincide with general public meetings.

2. The general public may attend, observe and offer comments during a meeting of the Board of Directors, but only Board members may vote.

3. Unless otherwise specified in these Articles, a majority vote of those present and voting will decide an issue.

4. Five of the seven officers of Liberty Lake Community Theatre shall constitute a quorum of the Board of Directors. No business may be conducted in the absence of a quorum.

5. Minutes of all general and Board of Directors meetings will be available within one week of the meeting date to all members upon request from the Secretary.

Section 2. Voting

(a) The general public may not vote at general public or Board meetings.

(b) Voting by proxy at Board or general meetings will be allowed according to the rules for this procedure established by the Board of Directors.

ARTICLE V – CONTRACTS, LOANS AND BANK ACCOUNTS

Section 1. Contracts and Disbursements

The Board of Directors may authorize any officer or person, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, or to sign or countersign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer or person shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount. Said authorization must be in writing.

Section 2. Loans

No loan shall be contracted on behalf of the Association, and no negotiable paper in connection therewith shall be issued in its name unless authorized by vote of the Board of Directors. When authorized by the Board of Directors, any officer of the Association may effect loans and advances at any time for the Association from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Association. Such authority may be general or confined to specific instances. Said authorization must be in writing.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select; and for the purpose of such deposit, the President or any other officer to whom such power may be delegated by the Board of Directors may endorse, assign and

deliver checks, drafts and other orders for the payment of money, which are payable to the order of the Association.

ARTICLE VI – NOTICES AND WAIVERS

Section 1. Notices

Unless otherwise provided in these Articles, any notice required to be given under these Articles may be given by mailing. Such notices shall be deemed to be given at the time of such mailing.

Section 2. Waivers

Any member of the Association and any member of a committee of the Association entitled to any notice under these Articles may waive any such notice.

ARTICLE VII – AMENDMENTS

Section 1. Authorization

These Articles shall be subject to amendment, alteration or repeal by the affirmative vote of five-sevenths (5/7) of the Board of Directors present and voting (or voting by proxy or mail).

Section 2. Notification

No amendment, alteration or repeal of these articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the Board of Directors for a period of ten (10) days. The members must be notified either at a Board meeting or through mailing of the availability of said amendments.

ARTICLE VIII – COMPLIANCE WITH STATE LAWS AND REGULATIONS

In the event that any conflict arises between these Bylaws and (1) the laws of any state, or (2) the regulations of any public governmental authority duly empowered by law to issue such regulations, these Bylaws are to be construed in such a manner as to comply with such laws and regulations.

ARTICLE IX – DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – ACCEPTANCE OF BYLAWS BY MEMBERS

By accepting a Board position, each member signifies his or her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be promulgated under these Articles, and hereby waives any and all claims and demands of any nature—past, present, and future—against the Association or any member of the Association, or any former member, or any officer, employee, committee, or individual for any action taken in good faith pursuant to these Articles.

Rev.

A. Initial Release – Board of Directors 3/1/2009

B. Update election process, membership dues & Revision Control – General Meeting 5/19/2010

C. Update membership dues & Board position responsibilities – 12/14/2011

D. Update organization and management, meetings and voting, membership – 11/11/2015