

**THE BYLAWS OF THE
PORT ANGELES COMMUNITY PLAYERS, INC.
A Washington State Non-Profit Corporation**

**ARTICLE ONE
Name**

The name of the corporation shall be Port Angeles Community Players, INC, hereinafter called PACP.

**ARTICLE TWO
Place of Business and Term of Existence**

The principal place of business of PACP shall be in the City of Port Angeles, Clallam County, and State of Washington. The term of existence of the Corporation shall be perpetual.

ARTICLE THREE

- A. The Corporation is organized exclusively for charitable and education purposes, including for such purposes as the making of gifts and contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future Internal Revenue Law).
- B. The primary purpose of PACP is devoted to the promotion of the performing arts, including but not limited to plays, children's theater, workshops, etc. It shall seek to promote the interest in, and enjoyment of the performing arts by offering varied productions and workshops to the community and by opening participation in those activities to the public. All auditions shall be open to the public and shall be published in at least one newspaper of general circulation and on the organization's website and social media platforms at least one (1) month before commencement of rehearsals.

This includes the operation and maintenance of the Port Angeles Community Playhouse, and to encourage community participation in all aspects thereof. No part of the net earnings of PACP shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that PACP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

- C. **Prohibited Activities:** No substantial part of the activities of PACP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and PACP shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. This provision shall not prohibit, however, theatrical productions that may be viewed as political, or the renting of the agency's stage by third-party political groups, unaffiliated with PACP, that pay full rental price for the use of the stage or facility.

ARTICLE FOUR Membership

- A. **Eligibility:** Any person, 18 years or older, who is interested in the purposes and objective of PACP may become a member upon payment of the annual membership fee determined by the Board of Directors.
- B. **Categories of Membership:** The Board of Directors shall establish appropriate categories of membership and determine the rights, responsibilities and privileges that apply to each. Categories will be reviewed annually, and modifications made, as deemed appropriate, by the Board of Directors.
- C. **Fees and Privileges:** The Board of Directors shall establish fees for all membership categories on an annual basis. Upon payment of fees, members will be entitled to all rights, responsibilities, and privileges as established by the Board of Directors for their category.
- D. **Voting:** Any member shall be entitled to one vote on each matter submitted to a vote at a meeting of members or when necessary, electronically. No member shall be entitled to more than one vote. Members who have joined before June 1 are eligible to vote at the General Membership Meeting the following August.
- E. **Terms:** No voting membership shall exist for a period extending beyond the end of the 12 months in which such a membership is granted.

ARTICLE FIVE Board of Directors

- A. **Duties:** The Board of Directors shall conduct, manage and control all of the affairs and business of PACP, shall have primary responsibility for raising funds and generally, shall supervise and regulate the activity of PACP, including approval of each season's program.
- B. **Powers:** The Board of Directors shall approve all major expenditures and those outside the approved annual budget. The Board shall have the power to acquire, hold and convey real property pursuant to a resolution authorizing same, passed by a two-thirds (2/3) majority of the General Membership present and voting at the Annual General Membership Meeting or at a special meeting.

- C. **Number:** The Board of Directors shall consist of a minimum of seven and a maximum of nine individuals.
- D. **Election:** Candidates to the Board shall be elected for a three-year term. As nearly as practicable directors shall be divided into three equal groups with terms expiring one year apart. The initial Board member's tenure shall be determined by random drawing. Each board member shall serve no more than two consecutive three-year terms.
- E. **Nominations:** Candidates to the Board of Directors shall be nominated by the nominating committee and presented to the Board of Directors in July of each year. The Board shall present the slate of eligible candidates to the Membership at the Annual General Membership Meeting in August of each year. Additional nominations may be made from the floor. Election may be by secret ballot.
- F. **Meetings:** The Board of Directors shall meet within five calendar days following the Annual General Membership Meeting for the purpose of electing the officers of the corporation. The Directors shall also establish other regular meetings at state intervals. Special meetings of the Board of Directors shall be held whenever called by the Chairperson of the Board or upon application in writing of any two Directors.
- G. **Quorum:** Half plus one of the currently serving Directors shall constitute a quorum for the transaction of business.
- H. **Resignation:** Any Director may resign by written notice to the Board.
- I. **Vacancies:** Any vacancy occurring among the officers or Directors shall be filled by the vote of the majority of the remaining members of the Board of Directors; such elections shall be for the unexpired term of the vacancy.
- J. **Removal:** Any director or officer may be removed from the Board of Directors for the following activities:
- (1) A Director or officer is absent for three unexcused consecutive meetings or for such periods of time as to make it impossible to discharge the duties of the Board or other officer;
 - (2) A Director or officer ceases to be a member;
 - (3) A Director or officer fails or refuses or is unable for any reason to discharge the duties of his/her office.
 - (4) A Director or officer engages in criminal activity, malfeasance, or misfeasance that interferes with the goals of the agency.

- (5) A director's or officer's conduct creates discord within the corporation (including but not limited to the Board, members, or volunteers), or otherwise brings disrepute to the agency, such that it interferes with the goals of the Corporation.

After due diligence and discussion among the Board's executive officers, and upon motion from the same, any director or officer shall be removed from his/her position upon the two-thirds vote that such cause exists by the remaining Board of Directors. Any subject of a removal motion shall be given the opportunity to respond to the motion in advance of any vote, and he/she must be apprised of the pending motion at least 24 hours before introduction of the motion.

ARTICLE SIX

Composition of the Board

- A. The Board of Directors will be comprised of one Chair of the Board of Directors, Vice Chair of the Board of Directors, Treasurer, Secretary, and other Board members at large. Their duties and responsibilities shall be defined in the policies and procedures manual of PACP and agreed upon by the Board of Directors.
- B. The Board of Directors may convene standing or adhoc committees in order to accomplish the mission of PACP.
- C. The Chair and Vice Chair of the Board, Treasurer, and Secretary shall be elected each year from the Board of Directors by the Directors at their first called meeting following the annual meeting of PACP.
- D. Elected Officers shall serve no more than three consecutive years in the same office.
- E. Committee chairpersons shall be appointed by the Chair of the Board subject to the approval of the Board of Directors.
- F. Executive Committee shall be chaired by the Chair of the Board of Directors and may be comprised of Chair, Vice Chair, Secretary, Treasurer, and any designated chair person(s) as approved of by the Board of Directors.

ARTICLE SEVEN

Meetings

- A. **Annual Meeting:** There shall be an Annual Meeting/General Membership Meeting of PACP held in the City of Port Angeles during August or at some other date as set by the Board of Directors. The primary function shall be the election of members of the Board of Directors and voting on proposed By-Law amendments and special matters of policy. The Board of Directors shall select

the exact time and place of the annual meeting and written notice stating the time and place of such a meeting shall be mailed/mailed to all voting members not less than ten (10) days prior to the date of such a meeting. Except as otherwise specified in these Bylaws, any measure presented shall be passed by a simple majority of the membership present and voting.

- B. **Special Meetings:** Special meetings may be held at the call of the Chairperson of the Board of Directors, two or more directors, or on the petition of twenty-five (25) members of PACP. Written notice stating the time, date, place and purpose shall be mailed not less than 48 hours prior to the date of such meeting. If called by petition, the Board of Directors shall be required to schedule such meeting within thirty (30) days from the presentation of the petition to the Secretary of the corporation. No business may be transacted at any special meeting that has not been included in the written notice of such meetings.
- C. **Membership Meeting Quorum:** The members attending any regular or special meeting shall constitute a quorum at such meeting. At least two officers of the corporation will be in attendance.
- D. **Board of Directors Meetings:** The Board of Directors shall hold regular monthly meetings as scheduled.

ARTICLE EIGHT

Staff/Agreements for Services

Any contracted or salary paid personnel may be a part of, but not have a vote in decision making on the Board of Directors as part of the contract.

The Board of Directors may employ such staff as deemed necessary to carry out the policies and programs of PACP. Salary will be determined by the Board of Directors.

The Board of Directors may negotiate and execute agreements for specific services with person(s) as deemed necessary to carry out the policies and programs of PACP. Fees will be determined by the Board of Directors.

ARTICLE NINE

Committees

- A. Committees shall be appointed from time to time for such purposes, as the Board may deem appropriate; additionally, auxiliary groups may be organized to support various areas of operation.
- B. Each committee shall provide a written or oral report at every meeting of the Board. Committee reports can be excluded if there is no current activity.

ARTICLE TEN
Contracts, Checks, Deposits and Funds

- A. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, of PACP, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PACP. Such authority may be general or confined to specific instances. Unless established by policy or procedure or reflected in the minutes after a vote of the Board of Directors, the authority to execute contracts on behalf of the corporation shall be limited to the Chair and Treasurer.
- B. **Checks and Drafts:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of PACP shall be signed by such officer or officers, agent or agents of PACP and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair or the Vice Chair of the Board.
- C. **Deposits:** All funds shall be deposited in such depositories as the Board of Directors may direct, promptly upon the receipt of same.
- D. **Gifts:** The Board of Directors may accept, on behalf of PACP, any contribution, gift, bequest or device for the general purposes of or for any special purposes of PACP.
- E. **Fiscal Year:** The fiscal year of PACP shall begin on the first day of September and end on the last day of August of each year.

ARTICLE ELEVEN
Amendments

The Bylaws may be recommended for amendments. Proposed amendments to the Bylaws may be recommended for adoption at any time by an affirmative vote of a majority of members of the Board of Directors at a regular meeting or a special meeting of the Board of Directors called for that purpose, provided that the full text of any proposed amendments shall be made available to all Board members at least ten (10) days prior to such meeting. Proposed amendments may be submitted by the Board of Directors. Final adoption of amended, new, or restated Bylaws shall be approved by two-thirds (2/3) of members present at the annual meeting or other special meeting called for said purpose.

The Board may operate under the recommended Bylaw changes until such time as a final vote by the membership is made.

ARTICLE THIRTEEN Indemnification

PACP shall indemnify and hold harmless all persons who serve as Directors or officers from and against all claims and liabilities to which they become subject by reason of having been a director or officer, or by reason of any action alleged to have been taken or omitted by them as Directors or officers. PACP shall also reimburse such persons for all legal and other expenses reasonably incurred in connection with any such claim or liability. Such indemnification shall be extended provided that the officer or Board is acting within the scope of his or her duties as an officer or Directors of PACP. No such person shall be indemnified or be reimbursed for any expense incurred in connection with a claim or liability arising out of his or her willful misconduct or actions that exceed the course and scope of his/her duties. Both PACP and its directors and officers shall be fully protected in taking any action or making any payment under this section or in refusing to do so upon the advice of counsel.

PACP has secured appropriate Directors and Officers Liability Insurance (also known as errors and omissions insurance) if coverage is available and at a cost it finds reasonable.

ARTICLE FOURTEEN Dissolution

Dissolution of the Corporation proceeding may be commenced only upon a two-thirds (2/3) vote of the Members present and voting at a special General Meeting, to be held only after at least ten (10) days notice to all Members of the Corporation.

In the event the Board of Directors and membership votes to dissolve the organization, all assets remaining, after the settlement of all outstanding financial obligations, in any and all of the depositories and/or from the sale of all materials, shall become the property of Peninsula College, Port Angeles, WA. No officer, director, or member of PACP can profit from the dissolution of PACP.

Approved by Executive Committee of Board

Revised Draft 8/19/2020