

Bylaws of Albany Civic Theater, Inc.
(April, 1996)

Article I - Identification

1.Name. The name of this corporation is Albany Civic Theater, Inc.

2.Status. Albany Civic Theater, Inc., is an Oregon nonprofit corporation organized under and subject to the provisions of Chapter 61 of the Oregon Revised Statutes, and is exempt from Federal income taxation under the provisions of Section 501(c)3 of the Internal Revenue Code.

3.Purpose. Albany Civic Theater, Inc., is established to provide quality entertainment, and outlet for artistic achievement, and an educational resource for the community of Albany, Oregon, and the greater mid-Willamette Valley.

4.Location. The principal office of the corporation shall be located in Albany, Oregon, at such place as may be determined by the Board of Directors.

Article II - Membership

1.Voting Membership. There shall be one class of voting members, which shall be called Administrative Members. For the purposes of these bylaws, the term "voting" refers solely to official corporate business as covered by these bylaws.

2.Qualifications. Any person may become an Administrative Member by paying a nominal annual membership fee which shall be set by the Board of Directors with the prior approval of the Administrative Members. Administrative membership shall be required of each member of the Board of Directors; each Coordinator, Manager, and Committee Chair appointed by the Board of Directors; and all Production Directors.

3.Voting Rights. The following policy decisions shall be referred to the Administrative Members for approval prior to implementation: adoption of the production season and schedule; adoption of awards criteria and categories; changes in ticket prices, season ticket prices, or membership fees; approval of major capital expenditures in excess of an specified amount to be adopted at any annual meeting of the membership; approval of special revenues events requiring significant member support and involvement; approval of significant remodeling affecting allocation and utilization of space; changes in basic operating policies regarding permitted or prohibited activities in or use of the corporation's facilities; and changes in the size of the Board of Directors.

4.Other Members. The Board of Directors shall have the authority to establish other membership classes. Such membership classes may, by action of the Board of Directors, be allowed to participate in balloting on awards and other unofficial business of the corporation.

Article III - Board of Directors

1.Number. The affairs of the corporation shall be managed by a Board of Directors consisting of at least seven (7) members.

2.Qualifications. All members of the Board of Directors must be Administrative Members of the corporation at the time of their election and for the duration of their terms of office. In addition, each board member

must have at least two years experience in a board appointed position, or have equivalent experience in this theater, to be eligible for nomination to the Board.

3.Positions. The Board of Directors shall consist of the following positions: President, Vice President, Secretary, Treasurer, Publicity Coordinator, Facilities Coordinator, and Production Coordinator. The Board, with the approval of the Administrative Members, may create additional positions by dividing any duties between two or more persons, or by designating other functions as Board positions.

4.Election. The Board of Directors shall be elected by the Administrative Members. Prior to the annual meeting of the corporation, the Board shall appoint a nominating committee as provided in Article V Paragraph 4 of these bylaws and establish and provide procedures to be followed by that committee. The procedures shall provide that members may make additional nominations from the floor with the prior approval of the potential nominee.

5.Terms of Office. The positions of Secretary and Treasurer shall serve a term of two years. The Treasurer shall be elected in odd numbered years, and the Secretary shall be elected in even numbered years. All other positions shall serve a term of one year and be elected annually. Terms of office, shall run from September 1st to August 31st. All members of the Board may be reelected to consecutive terms of office.

6.Delegation of Authority. A member of the Board of Directors who is unable to attend a meeting of the Board shall designate a Board appointed manager, coordinator, or committee chair within his/her scope of responsibilities to represent him/her at such meeting with full voting authority.

7.Vacancies The Board of Directors shall fill any vacancy by appointment.

8.Removal. Three or more Administrative Members may petition the Board for the purpose of removing a Board member. Upon receipt of the petition stating the reason for removal, the President shall appoint a committee to meet with the petitioners to determine an appropriate method of resolving the complaint. The committee shall consist of no more than two Board members and at least three Administrative Members who are not members of the Board. If the President is the subject of the petition, the committee shall be appointed by the Vice President. If the complaint cannot be resolved by that committee, the Board of Directors shall call a special meeting of the Administrative Members. This meeting shall take place within thirty (30) days. The Board shall set the procedures for the review, discussion and disposition of the petition by the Administrative Members in attendance at that meeting.

9.Attendance. If any Board member is absent from more than two regularly scheduled Board meetings without just cause presented by the opening of the meeting constituting the third such absence, the Board shall declare the office vacant as its first business after reading the minutes, unless the Board decides otherwise. Board members shall inform the President or Secretary if they will be absent or late.

Article IV - Meetings

1.Administrative Members. The annual meeting of Administrative Members shall be held during the month of July at such place as shall be designated by the Board of Directors. At such meeting, the Board of Directors shall be elected and such other business as may come before the meeting shall be considered. Additional regular meetings of the Administrative Members shall be scheduled and held in the fall, winter, and spring to review, as appropriate, the activities of the Board, Managers, Coordinators, and Committees, and to act on

such issues as may properly come before such meetings. A special meeting of the Administrative Members may be called at any time by the Board of Directors, or by petition of at least five (5) members, to be called within thirty (30) days of receipt of the petition by the Secretary.

2.Board of Directors. The annual meeting of the Board of Directors shall be held in September when the newly elected Board takes office. At such meeting, a schedule of regular Board meetings for the year shall be adopted and such other business as may come before the meeting shall be considered. Regular meetings of the Board shall be held at least once a month, and the adopted schedule shall be announced to the Administrative Members. Special meetings of the Board may be called by the President, or by three (3) other directors.

3.Notice of Meeting. Agendas for all membership meetings shall be set in advance by the Board of Directors and mailed to all Administrative Members with notice of each meeting. Agendas for all Board meetings shall be published seven (7) days in advance.

4.Waiver of Notice. Any person entitled to notice of any meeting may waive in writing either before or after the meeting, notice of that meeting; and his or her waiver shall be deemed the equivalent of giving notice. Attendance at a meeting shall constitute waiver of notice of that meeting unless attending for the purpose of expressing objection about the failure to provide proper notice.

5.Continuation. A meeting may be continued. Notice of the continued meeting or the business to be transacted there, other than by announcement at the meeting at which the continuation is take, shall not be necessary.

6.Quorum. At a membership meeting, those Administrative Members in attendance constitute a quorum. At a meeting of the Board of Directors, five (5) members of the Board shall constitute a quorum.

7.Action of the Membership. At a meeting of the Administrative Members, a decision must have the approval of a majority of those present, and by proxy, if authorized by the Board in the notice of the meeting, to constitute action by the membership.

8.Action of the Board of Directors. At a Board of Directors meeting at which a quorum is present, a decision must have the approval of a majority of those present to constitute action by the Board.

9.Meeting Accessibility. Meetings of the Board of Directors shall be open to all interested parties. Participation in discussion of business before the Board is limited to Board members unless otherwise authorized by the Board. The Board of Directors retains the privilege of meeting in executive session to discuss matters of personnel contract negotiations, acquisition of property, and security. All actions of the Board must be taken in open meeting.

10.Conduct of Business. The President shall preside at all membership meetings and all meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. The rules of order and the order of business shall be determined by the Board of Directors from time to time.

Article V - Personnel

1.Equal Opportunity. The Albany Civic Theater will not discriminate in its hiring or participation policies based on color, religion, ethnic background, sex, age, or sexual preference.

2.Job Descriptions. The Board of Directors shall adopt job descriptions for officers and all other positions the Board may create, consistent with the non-discrimination policy and the goals of the corporation. The posi-

tions of President, Vice President, Secretary, and Treasurer shall have the duties normally associated with such positions, and may be assigned other duties at the discretion of the Board.

3.Managers. The Board shall appoint such managers as deemed necessary for the conduct of the corporation's business. Each manager shall report to a designated Board member who shall be a liaison to them in all matters involving their assigned activities. Managers shall attend and participate in Board meetings on decisions regarding their areas of responsibility, and shall have such authority as the Board may authorize from time to time. Board members and Managers may recruit interested persons to help them fulfill their duties.

4.Standing Committees. There shall be two standing committees--a Nominating Committee, and a Play Reading Committee. The Board, upon the recommendation of the President, shall appoint these committees annually, and shall also appoint one of its members to serve as liaison to each of these committees respectively.

1.The Nominating Committee shall have the responsibilities prescribed in Article III Paragraph 4 of these bylaws.

2.The Play Reading Committee shall have the responsibility of recommending to the Administrative Members a slate of productions to be performed in the next season.

5.Advisory Committees. The President may establish and appoint advisory committees, provided that such committees are not delegated any authority to make decisions on behalf of the Board, or charged with any responsibilities that are assigned to specific members of the Board as part of their job descriptions. The President may serve as an ex officio member of any advisory committee, or may designate the Vice President as an ex officio member.

6.Production Director. The Board of Directors shall appoint a Production Director for each production scheduled by the corporation as part of the season approved by the Administrative Members. Administrative membership shall be required of all Production Directors during any season in which they will direct a show. The Board shall adopt and maintain a Director's Manual outlining the duties and responsibilities of the Production Director and all others associated with a production.

7.Production Liaison. The Production Director is responsible to the Board of Directors, and the Board has ultimate authority over all aspects of a production. The Board shall appoint a person to serve as liaison in all matters between the Board of Directors and the Production Director. Intervention by the Board shall occur only as a result of an action taken at a duly called meeting of the Board. Such decision shall be communicated to the Production Director only by the designated Liaison.

8.Participation in Production. All participants in a production on and off stage are under the direct supervision of the Production Director.

Article VI - Finances

1.Fiscal Year. The fiscal year of the corporation shall end on August 31st.

.Financial Records. Corporate financial records are a matter of public record and a yearly financial report will be made available on request. Monthly financial reports may be examined by interested persons by making an appointment with the Treasurer. The Treasurer shall be responsible for preparing the financial report at the end of the fiscal year.

3.Expenditure Authority. The Board of Directors shall adopt a budget at the beginning of the fiscal year. Production budgets and supplemental budgetary decisions may be adopted by the Board at any time during the year. The Treasurer may expend monies as authorized in the adopted budget. Expenditures that exceed the

annual budgeted amounts by 10% or \$100, whichever is greater, shall be approved by the Board. Specific expenditure authority within approved budgeted amounts may be delegated to Production Directors and other persons by the Board.

4.Restricted Funds. The Board of Directors may create restricted funds designated for specific purposes. Monies designated for or allocated to such restricted funds shall not be intermingled with the general operating funds of the corporation. Expenditure of restricted funds must be for the designated purposes of the funds and shall be specifically approved by the Board.

Article VII - Miscellaneous

1.Legal Documents. In the absence of any other specific authorization in a resolution adopted by the Board of Directors, the President and the Secretary, or one of them, shall execute all legal documents and instruments on behalf of the corporation.

2.Amendments. The bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board Directors, except when it affects the rights of Administrative Members. An amendment that affects the rights of Administrative Members must be approved by said members at a duly called membership meeting.

3.Section Headings. The headings of particular sections are inserted only for convenience and are not a part of these bylaws or a limitation on the scope of the particular section to which each refers.