

**BY-LAWS OF THE LAKEWOOD COMMUNITY PLAYERS  
DBA THE LAKEWOOD PLAYHOUSE  
A NONPROFIT ORGANIZATION IN THE STATE OF WASHINGTON**

*As approved at the annual meeting of the members of the Lakewood Playhouse  
August 24, 2013*

**Article I: PURPOSES AND MISSION STATEMENT**

The Lakewood Community Players provides a diverse variety of quality theatrical experiences, both on and off stage. It reaffirms the ability of theater to affect the community's growth in a positive manner. It is committed to providing education and training in theater arts.

**Article II: MEMBERSHIP**

Section 1. All persons interested in participating in or supporting the work of the organization may, upon application and either purchase of a season ticket or its equivalent for the Lakewood Playhouse or donation of an amount equal to the cost of a season ticket, be admitted to membership.

Section 2. Each member shall be entitled to one vote, in person or by proxy. Membership shall be for a year, beginning with the date of the annual membership meeting, which shall be August 1 or such other date as determined by the Board of Directors.

**Article III: BOARD OF DIRECTORS**

Section 1. Duties of the Board of Directors. The affairs of the organization shall be managed by the membership. Between annual meetings, the management and control of the organization shall be delegated to its officers and trustees, known as a Board of Control or Board of Directors (hereafter referred to as "The Board"). The Board will hire a Managing Artistic Director (and other employees as necessary), who will be responsible for administrative operation of the theater and its activities.

Section 2. Election of the Board. Board members shall consist of a number of directors (not less than five (5) or more than eleven (11)) elected to a three-year term by the membership at an annual meeting held at the end of the regular season of the theater (August 1 or such other date as determined by the Board) together with other officers (Secretary and Treasurer) as provided in these rules.

- a. The President of the Board will appoint a nominating committee of three members for the purpose of selecting nominees to fill vacancies occurring on the Board. Nominations to the Board may be made by written petition of members. Such petitions from members must be received no later than six weeks prior to the annual meeting. Nominees whose names are submitted must have given their

consent to serve, be acquainted with the duties involved, and be a member for a minimum of six months.

- b. At least thirty days prior to the annual meeting, an informational mailing or email will be sent to all members.
- c. Formal election of directors will take place at the annual meeting.
- d. In the event of any unexpected vacancy on the Board, the Board may appoint a member to serve until the next annual meeting. At the next annual meeting, the expired position may be filled in the regular manner.

Section 3. Reelection. No director may serve more than two consecutive three-year terms without a break in service of at least one year. However, if a director is appointed to serve an expired position of less than one year, he/she will be eligible, if elected, to serve the two terms for which he/she would normally be eligible.

Section 4. Absence of Directors from Board meetings. If any director misses two consecutive meetings without prior notification, it will be the duty of the President of the Board to contact that director and assess that director's intention for future service on the Board. If that director misses a third consecutive meeting, the director's name will be brought up, discussed, and voted on for dismissal from the Board.

Section 5. Officers within the Board of Directors.

- a. President and Vice President: At the first meeting following the annual meeting, the Board will elect one of the directors to serve as President and one as Vice President.
  - i. The President will preside at all meetings and perform the duties as set forth in these by-laws.
  - ii. The Vice President will preside in the absence of the President and will perform other duties as assigned.
- b. Secretary: The Board will appoint a Secretary, who will become a voting member of the Board if selected from the membership of the organization. The Secretary will take the minutes of all Board meetings, maintain a record of all Board decisions, act as custodian of all records of the organization (including financial records), and oversee Board correspondence.
- c. Treasurer: The Board shall select a Treasurer, who will become a voting member of the Board if selected from the membership of the organization.

i. The Treasurer will review the accounting system monthly and provide a Statement of Activities and a Financial Position report as of the last day of the previous month. If the Treasurer expects to be absent from a meeting, the Managing Artistic Director shall provide the reports.

ii. The fiscal year begins on August 1 and ends on July 31.

iii. An annual report will be prepared by the Treasurer and presented to each member at the annual meeting.

Section 6. Director Emeritus. A Board member who has provided distinguished service and exceptional dedication to the mission of the organization during their tenure may be elected as “Director Emeritus”. A nominating committee appointed by the Board President will review and present nominations for such positions, which will be subject to the majority approval of the Board. Directors Emeriti are non-voting members of the Board and serve a single three-year term of office. They are invited to attend all Board meetings, may participate fully in all deliberations of the organization, and may serve on any committee of the organization as appointed by the Board President. The Board shall not have more than five (5) Directors Emeriti at any given time. After a break in service of at least one year, a Director Emeritus may, at his or her request, ask to be considered for a return to full Director status; in that situation, the procedures outlined in Article III, Section 2a will apply.

#### **Article IV: MEETINGS**

Section 1. Board Meetings. Board meetings will be held regularly at a time and place determined by the Board. A quorum to conduct the legal business of the Board at a meeting will consist of fifty-one percent of the Board members. In the absence of a quorum, the meeting may proceed and take preliminary action subject to ratification at a subsequent meeting with a quorum present. In case of emergency, business may be conducted electronically and ratified at the next meeting.

Section 2. Annual Meeting. The annual meeting will be scheduled and held on August 1, or such other convenient date selected by the Board. A report of all major activities occurring during the preceding year will be presented by the Board at the annual meeting and made part of the minutes. Written notice of the annual meeting will be provided to all members thirty days prior to the annual meeting. Notice may be given by email. Such notice will state the date, time, and place of the meeting and any pertinent matters to be discussed. The President or a designee shall compose a list of members in attendance, and those members may then elect officers and make motions or resolutions including adoption of by-laws. A simple majority of those members who are present at an annual meeting constitutes a quorum for the purpose of passing a resolution or motion. A two-thirds majority of the members present at the annual or special meeting is required to amend the by-laws.

Section 3. Special Meetings. Any Board member may call a special Board meeting for good reason at any time with five (5) days' notice to all Board members.

**Article V: DISSOLUTION**

The Corporation will follow legal requirements of the State for dissolution of an incorporated society. After payment of all outstanding debts and a final financial review, any remaining monies will be donated to a selected charity when approved by a two-thirds vote of the Board.

**Article VI: PARLIAMENTARY AUTHORITY**

New Robert's Rules of Order will govern the Corporation in all applicable cases that are consistent with the by-laws or the special rules or orders of the Corporation.

Adopted this 24th day of August 2013.