

# Music Theatre of Wenatchee

## BYLAWS

### Article I: Name

**Section 1:** The name of this corporation shall be “Music Theatre of Wenatchee, Inc.”

**Section 2:** The mission of Music Theatre of Wenatchee, a volunteer, non-profit organization incorporated under Washington state law, is to provide quality, live theatrical entertainment for the community from concept to performance, to provide opportunities for individuals to develop and use their own artistic skills and talents in a supportive, congenial and creative atmosphere, to provide leadership in artistic development, to entertain, educate, and enrich the lives of our patrons and community, to encourage appreciation of quality theater, and to join in cooperative efforts toward the advancement of local performing arts.

### Article II: Membership

**Section 1:** There shall be one class of membership in this group, viz: active membership.

**Section 2:** All persons who have completed the required written application and paid their requisite annual dues shall be members until their membership shall be terminated as provided for in Section 4.

**Section 3:** Annual membership donations shall be solicited as follows: \$25.00 Sponsor, \$50.00 Patron, \$100.00 Associate Producer, \$250.00 Producer, \$500.00 Executive Producer, \$1000.00 Benefactor and said donations shall be payable on a yearly basis due in the month of January.

**Section 4:** Membership may be terminated by a written resignation presented to the Secretary, or by vote of a majority of the Board of Trustees for any of the following causes: (1) non-payment of dues by the end of January each year, (2) violation of the bylaws, or (3) conduct unbecoming a member or prejudicial to the welfare of the corporation. All members shall have the opportunity to be heard in their defense at a special meeting of the Board of Trustees.

**Section 5:** All members shall be entitled to one vote at any and all general meetings of this corporation and shall assume all the rights and duties as set out in the bylaws.

**Section 6:** Upon termination of membership, as provided by Article II, Section 4, all rights and privileges of membership shall cease. No member shall receive, or be entitled to receive, assets upon the termination of his membership of the organization by reason of such membership.

**Section 7:** Membership shall be non-transferable.

**Section 8:** Membership may be applied for by completing and submitting a written application to a member of the Board of Trustees and paying annual dues.

**Section 9:** The corporation shall have all powers, rights and privileges, subject to limitations, duties and restrictions as are provided by the laws of the State of Washington under which this association is incorporated. No substantial part of the activities of this organization shall be propaganda, or otherwise attempting to influence legislation. This organization does not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

### **Article III: Officers**

**Section 1:** The Officers of this corporation shall be a President, President Elect, Secretary and Treasurer. The officers will be elected at the Annual Membership Meeting and shall serve a term of two years.

**Section 2:** The affairs of the corporation shall be managed by a Board of fifteen (15) trustees, which include the immediate Past President. All Officers and Trustees shall be elected from the general membership.

**Section 3:** Five (5) Trustees shall be elected each year for a two-year term. All Trustees shall serve until their successors are duly elected.

**Section 4:** Cause for the dismissal of an Officer or Trustee. (1) non-payment of annual dues by the end of January each year (2) violation of the bylaws, (3) conduct unbecoming a member or prejudicial to the welfare of the corporation, or (4) irregular attendance at Board of Trustees regular and/or committee meetings. “Irregular” is defined as unexcused absence from three (3) consecutive Board meetings or unexcused absence from a total of four (4) Board meetings in the course of one year within a term of office. All Trustees shall have the opportunity to be heard in their defense at a meeting of the Board of Trustees.

**Section 5:** The Board of Trustees shall appoint a member to fill all unexpired positions. The appointed person shall serve in that position for the remainder of the unexpired term.

**Section 6:** The President shall appoint three (3) members to the nominating committee. Their duties shall be to nominate one (1) person as candidate for each Officer position and five (5) persons for the Trustee positions. The names of the nominees shall be presented to the Board of Trustees at least sixty (60) days prior to the Annual Meeting. The Board shall approve all nominees prior to placing the names on the ballot. Other nominations may be made from the floor at the Annual Meeting, provided the nominated person agrees to serve if elected.

**Section 7:** A Trustee, at the conclusion of his/her first two-year term, may or may not be invited by the nominating committee to serve a second two-year term. Likewise, any Officer may be nominated to serve a consecutive term of office, or to hold a different office without lapse. In the case of President and President Elect, a maximum of two two-year consecutive terms is allowed, at the discretion of the nominating committee, the Board of Trustees and the general membership. The President Elect shall become President following the completion of his/her term as President Elect or as provided for above as the term extension of President and President Elect.

**Section 8:** Trustee Emeritus

Definition: There shall be a category of trustee known as a trustee emeritus who is nominated and elected by the trustees. Trustee emeritus shall be selected from those trustees who have served on the board of trustees with distinction and excellence.

A trustee emeritus shall be entitled to receive all meeting agendas, meeting minutes, to attend all public board meetings, and to participate in meetings of the committees in which they serve. A trustee emeritus shall not be counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Election: With the recommendation of the nominating committee, the trustee board will consider potential candidates and may nominate one or more individuals for a trustee emeritus position. The nominating committee will present the nomination(s) along with supporting statements to the organization's board of trustees for its consideration. A

simple majority vote of trustees at a meeting at which a quorum is present is required to approve an appointment.

## **Article IV: Duties of Officers and Trustees**

**Section 1:** The Board of Trustees shall have all the powers to manage, supervise and direct the properties and affairs of the corporation, not inconsistent with the bylaws. As part of its powers and duties, the Board of Trustees shall do the following:

- A. Select and approve directors and producers for all productions to be given.
- B. Select all productions to be given by the corporation.

**Section 2:** The Officers of the corporation shall exercise the usual duties of their office.

The Treasurer shall make a financial report of each production and prepare an annual financial report for the organization. The financial reports shall be audited annually.

The President shall preside over all meetings and shall have the power to appoint any and all committees that he/she may deem necessary.

## **Article V: Meetings**

**Section 1:** The Annual Meeting of members of the corporation shall be held in January or early February. A second general meeting shall be held each summer for the purpose of sharing information and celebration. The date and location shall be set by the Board of Trustees. All members shall be notified at least two (2) weeks prior to each meeting.

**Section 2:** The Board of Trustees shall have power to call special meetings of the general membership.

- A. Written notice shall be sent to each member at least three (3) days prior to a special meeting.
- B. A quorum for special meetings of the general membership shall consist of eleven (11) persons or twenty (20) percent (20%) of the total members, whichever number is smaller. No business shall be transacted at any general or special meeting unless a quorum is present.

**Section 3:** The Board of Trustees shall meet monthly or at the call of the President.

- A. Board members will be notified at least three (3) days prior to each meeting.
- B. A quorum of the Board of Trustees shall consist of eight (8) members of that group, and no business shall be conducted at any monthly or special meeting of the Board of Trustees unless a quorum is present.

## **Article VI: Dissolution**

**Section 1:** It being intended that this corporation shall not be a source of profit in any way to any member, upon dissolution of this corporation, all the assets and property, both real and personal, held in the name of the corporation shall be given to some non-profit, charitable or education body which qualifies under the Internal Revenue Code as a tax-

exempt body. The specific disposal and the proportion thereof of the said assets and property shall be at the discretion of the Board of Trustees.

## **Article VII: Amending the Bylaws**

**Section 1:** These bylaws may be amended as follows:

- A. At the Annual Meeting of the general membership at which a quorum is present.
- B. At any meeting of the Board of Trustees at which a quorum is present by a vote of at least two-thirds (2/3) of Trustees present.

**Section 2:** In the event these bylaws are amended by the Board of Trustees, said amendment shall be submitted to the members at the Annual Meeting for ratification or rejection as set out in the Section 1A of this article.

## **Article VIII: Method of Payment**

**Section 1:** All checks and drafts upon the corporation shall be signed by the Treasurer or President.

**Section 2:** All contracts, deeds, mortgages and other instruments conveying or creating a charge or lien on any of the property or assets of the corporation shall be signed by the President or President Elect and attested by the Secretary when properly authorized by the Board of Trustees, and when so signed shall be binding on the corporation.