

## Restated Bylaws of Lakewood Theatre Company

Restated Bylaws adopted at the annual meeting of the corporation  
on June 30, 2020 superseding all prior Bylaws of the corporation

### **Article I NAME**

The name of this corporation shall be “Lakewood Theatre Company,” a non-profit corporation of the State of Oregon also dba, Lakewood Center for the Arts, Lake Oswego Festival of the Arts, Lakewood Center Associates, Lakewood Center Gallery.

### **Article II PURPOSES**

The purposes of this corporation shall be to: (1) Study, engage in, produce and present drama in all of its forms; (2) Train and develop actors and actresses in drama art; (3) Create, maintain and operate a community theatre in which to produce and present drama, plays and other forms of entertainment; (4) Create, maintain and operate a community arts center for performing, visual and plastic arts including, but not limited to, dramatic, musical and dance programs and productions, arts displays, arts education classes, and other community service, recreation and artistic activities; and, (5) Foster, encourage and develop a community interest and participation in the foregoing objects and purposes.

### **Article III MEMBERS**

As allowed by Oregon Revised Statute 65.137 the corporation shall have no members as the term “member” is defined in the Oregon Nonprofit Corporation Act, Chapter 65 of Oregon Revised Statutes.

### **Article IV SUPPORTING MEMBERSHIP QUALIFICATION, DUES AND TERMS**

Section 1. Qualification. Any individual who subscribes to the purposes and basic policies of the corporation may become a **supporting** member of the corporation subject only to compliance with the provisions of the Bylaws. Business firms, clubs, and other organizations may also become **supporting** members as stipulated in and by compliance with the Bylaws.

Section 2. Becoming a supporting member. A person may request and become a supporting member by payment of a membership contribution. The Board of Directors shall determine the minimum dues contribution for supporting membership and other contribution levels of supporting membership. In addition, the Board by majority vote may designate a person as an honorary supporting member by virtue of that person's service to the corporation. Two persons who pay a joint supporting membership contribution shall have two supporting memberships, with the privileges and responsibilities thereof. Business firms, clubs and other organizations may be admitted to supporting membership by payment of a supporting membership donation. Each such firm, club or organization may designate one adult individual who shall be deemed to be its duly authorized representatives at all meetings of supporting member and entitled to exercise all rights and privileges accorded to supporting members of this corporation. The name and address of the person shall be filed with the Secretary/Treasurer of this corporation and shall serve until the Secretary/Treasurer is notified in writing of the revocation of said appointment and of the name and address of the newly designated representative.

Section 3. Term of Supporting Membership. Supporting Members paying dues shall be in "good standing" for a period of twelve (12) calendar months after the payment of said dues. for supporting membership. The terms of honorary supporting members shall be set by the Board by majority vote,

Section 4. ~~Duties and Responsibilities of Corporation~~ Privileges of supporting members and honorary supporting members shall be to: (1) Serve if elected as an officer or director of the corporation or ~~Elect all officers of the Board of Directors at the Annual Meeting;~~ (1) Elect all officers of the Board of Directors at the Annual Meeting; Page 3 Lake Oswego Community Theatre Bylaws – To BOD (2) Serve if appointed or elected and qualified in the various committees and offices of this corporation. Recommend changes in and/or new programs and policies to the officers of the Board of Directors and chair of standing committees; (4) Approve all changes in the Bylaws; and to (5) Act as final authority in all corporation matters.—

## Article V MEMBERSHIP- ANNUAL MEETING

Section 1. The annual meeting of this corporation is the meeting of the Board of Directors so designated and shall be held before near the end of the corporation's fiscal year as determined scheduled by the Board of Directors.

Section 2. Notice of the annual meeting of the Board of Directors membership must be given in writing or electronically to all directors at least seven (7) days in advance of the meeting date.

Section 3. The annual meeting is subject to the notice provisions of Article VI, Section 6.

Section 4. Unless it is necessary for the Board to go into executive session, Supporting Members will be invited to attend the Board's annual meeting by published announcement of the meeting. In addition, subject to Board established rules, they will be afforded the opportunity to address the Board.

~~Section 4. Quorum. At all meetings of the membership of the corporation in order to constitute a quorum there shall be present in person at least thirty five (35) members in good standing a majority of the directors of the corporation. —~~

~~Section 5. Voting. The right to vote at any meeting of members on matters concerning the business of this corporation shall be limited to members, present at such meeting, including the duly authorized representatives designated in accordance with the provisions of Article III, Section 2, in good standing on the date the notices for such meeting are mailed. Each member present at the meeting is entitled to one vote. If the right to vote at any meeting shall be challenged, the person presiding shall require such books and records, if they can be had, to be produced as evidence of the right of the person challenged to vote at such meeting. Voting in elections for officers and directors of the corporation shall be by secret written ballot, except as provided in Article V, Section 1 (d). —~~

~~Section 6. "Adult" shall be defined in these Bylaws as a person who is eighteen or more years old. —~~

## **Article VI BOARD OF DIRECTORS**

Section 1. Number, Qualifications and Election. (a) The Board of Directors shall consist of the President, the Secretary/Treasurer and seven other directors, except the Board may change the size of the Board to any number from **seven** to twenty-five, inclusive. If such a change increases the number of Board members, the Board shall appoint additional members **by majority vote** to fill new vacancies so created. ~~who shall be approved by affirmative vote of at least a majority of the whole Board.~~ If a change reduces the number of directors, it shall take effect only as vacancies occur on the existing Board of Directors. (b) All directors of the corporation must be no less than 18 years of age at the time of their election **and be supporting members or honorary supporting members of the corporation.** (c) The directors shall be elected **by the Board of Directors** at the annual meeting and shall serve for a three-year term. As nearly as may be, one third of the total number of directors shall stand for election at each annual meeting. The President and Secretary/Treasurer, and such other officers as may be designated by the Board, shall be elected from among the directors as provided in **Article VIII**, Section 1. (d) A Nominating Committee, composed per

**Article VIII** of these Bylaws, shall make nominations of candidates for election to the Board of Directors. ~~Except as hereinafter provided, directors shall be elected by secret written ballot at the annual meeting of the corporation.~~ Those receiving a plurality of the votes **cast** of members present entitled to vote shall be considered duly elected and shall take office immediately. If, however, there is no contest, the **Secretary/Treasurer** may be directed by voice vote to cast a unanimous ballot for those nominated.

Section 2. Vacancies. A vacancy on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, and the director so elected shall fill out the **vacated** term. ~~of his or her predecessor.~~

Section 3. Duties of Directors. The duties of the Board of Directors shall be to: (a) Attend Board meetings **and** the corporation's annual meeting, ~~and any other business meetings of the membership;~~ (b) Approve policies and methods of operation for the corporation; (c) Approve goals, budgets and programs of the corporation; (d) Create such standing committees and other committees as are needed to carry out the purposes and goals of the corporation. This includes planning annual assignments for each position of the Board in time for the Nominating Committee to seek candidates with proper qualifications; (e) Serve individually in the directorship for which elected and to carry out the duties and responsibilities of those directorships in accordance with the corporation's policies: to serve as members of standing and ad hoc committees if so appointed and to perform such other duties as may be assigned by the President of the Board; Approve any unbudgeted expenditures, except that the Executive Committee shall be able to approve emergency expenditures; (f) Establish the date, time and place for the Annual Meeting; (g) Evaluate monthly progress toward approved goals; (h) Approve the selection of plays, play directors, and production/program budgets as recommended by the committee and/or individuals charged with responsibility for recommending such selections and budgets; **and** (i) Arrange for a competent audit of the corporation financial records and assets at least annually.; ~~(j) To recommend to the membership any changes in the corporation's Bylaws; and to (k) Act as second highest authority in any corporation matters.~~

Section 4. Any member of the Board of Directors who directs a play during his ~~or her~~ **their** term of office shall abstain from voting on financial matters pertaining to that production. Any member of the Board of Directors shall abstain from voting to choose himself ~~or herself~~ **themselves** as a play director. ~~No officer of the corporation shall direct a play during his or her term of office.~~

Section 5. Resignation and Removal. The resignation of an officer or member of the Board of Directors shall be effective if written and signed and when delivered to the Secretary/Treasurer **and/or the Executive Director**. Any officer or member of the Board may be removed, either with or without cause, by a vote of a two-thirds majority of the whole Board at a special meeting called for that purpose.

Section 6. Board Meetings and Attendance. In addition to the annual meeting, the Board of Directors shall meet at least ~~twice~~ once in each calendar quarter. Notice for any Board meeting shall be given electronically to all officers and members of the Board no less than seven (7) days in advance of each such monthly meeting. Any officer of the Board of Directors who is absent without being excused from three consecutive meetings shall be deemed to have resigned. The vacancy thus created shall be filled by the affirmative vote of the majority of the remaining directors, either to replace or re-elect the absentee Board member. Special meetings of the Board of Directors may be held at the call of the President or upon a petition for such meeting by five (5) or more directors and absence from such special meetings shall not affect Board tenure. A quorum for the transaction of business by the Board of Directors at any meeting shall be not less than a majority of the members and officers of the Board.

## Article VII OFFICERS AND DUTIES

Section 1. The officers of this corporation shall consist of a President and a Secretary/Treasurer, the Executive Director and such other officers as may be designated by the Board of Directors. The officers, with the exception of the Executive Director, shall be elected at the annual meeting of the members and shall hold office until the next annual meeting or until their successors have been elected and qualified. The Executive Director shall serve as an officer of the corporation as long as he or she holds while holding the that position. ~~of Executive Director.~~ Qualification for the office of President shall include one (1) year of prior service as a member of the Board of Directors. The President shall not be eligible to serve for more than two successive terms.

Section 2. The duties of the President shall be to: (a) Call and preside at all meetings of the Board of Directors, the ~~Theatre membership~~ annual meeting and, as required, the executive committee; (b) Appoint committees, all such appointments to be approved by the Board of Directors; (c) Be ex-officio a member of all committees, except the nominating committee; (d) Represent the corporation at all times where legal or other official representation is required and, if unable to do so, to designate a representative; (e) Give official notification to those elected to offices of the corporation and to see that new officers and members of the Board receive statements of their duties, responsibilities, as well as any other materials which will help them become oriented quickly; ~~Serve as the chief executive officer of the corporation in all matters not specifically identified, managing the day to day operations of the corporation under the policies set by the Board of Directors;~~ (f) Sign and execute all deeds, mortgages, conveyances and contracts in the name of the corporation when authorized to do so by the Board of Directors; (g) Act as the ~~fourth~~ second highest authority in any corporation matters; and to (h) See that the officers, chairs ~~men~~ of committees, and play directors fulfill their responsibilities to the corporation.

Section 3. The duties of the Secretary/Treasurer shall be to: (a) See that minutes are taken of the proceedings of the Board and the theatre membership, typed, reproduced and distributed according to corporation policy; (b) See that there is compliance with corporation Bylaws in all matters. (c) **See that** Arrange for all official notifications of membership and Board meetings **are given**; (d) Give official notification to those elected to offices of the corporation and to see that new officers and members of the Board receive statements of their duties, responsibilities, as well as any other materials which will help them become oriented quickly; (d) **See that** Have charge of and maintain such books and documents as the Board may direct **are maintained**; (e) Maintain **See that records are maintained** containing the names, alphabetically arranged, of all persons who are **supporting or honorary supporting** members of the corporation, together with the address of each member and dates of commencement and termination of membership; (This book of records must be available for exhibit to any officer or director or member of the Theatre upon 24 hours' notice to the Secretary/Treasurer.) (f) Serve on the Executive and Finance **committees**; (g) Have responsibility for the safekeeping, deposit, and disbursement of the funds of the corporation; (h) Approve and recommend to the Board the annual budget, giving consideration to the requirements of committees, and productions as advised and recommended by the directors and committee chairs ~~men~~ charged with developing individual committee and production estimated budgets; (i) **See that** Pay all bills duly authorized **are paid** and keep a full and correct account of all money received or paid **is maintained**; (j) Present monthly reports to the Board about the financial condition of the corporation; (k) Submit financial statements for inclusion in the annual report to the **Board** membership; (m) Develop forms and procedures for accounting, banking and financial reporting; (n) Establish and maintain necessary relationships with banks and other financial institutions; (o) See that required tax and withholding reports are made to appropriate governmental agencies; (p) Submit the financial records of the corporation for annual audit as designated by the Board of Directors; and to (q) Give, if required to do so by the Board, such bond for faithful performance of his/her duties as the Board may determine.

Section 4. The Executive Director shall be hired by the Board. **The Executive Director shall serve as the chief executive officer of the corporation managing the day to day operations of the corporation under policies set by the Board. In addition, the Executive Director shall have such other duties as designated by the Board.**

## Article VIII COMMITTEES

Section 1. Creation and Continuance. The Board of Directors will be served by an Executive Committee, a Nominating Committee and a Finance Committee. The President with the advice and consent of the Board may create such standing and special committees as ~~he or she may deem~~ **deemed** necessary during ~~his or her~~ **the President's** term of office to promote the purposes and carry on the work of the corporation. Unless the committee membership is otherwise specified by these Bylaws, the President with the advice and consent of the Board shall approve the appointment of the committee members and designate the term of office for each committee member and the chair of each committee. The President shall be ex-officio voting member of each committee. The necessity for such committees shall be annually reviewed and a statement of committee responsibilities shall be given to the nominating committee in time for that committee to seek candidates with proper qualifications for committee chairmanships and con-current Board service if applicable.

Section 2. Quorum, Voting and Records of Committees. A quorum at a committee meeting shall be a majority of all committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the members present. All committees shall keep minutes of their meetings.

Section 3. Limitations on the Powers of Committees. No committee may authorize payment of ~~a dividend or any part of the income or profit~~ **assets** of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Section 4. Duties of Committee Chairs. The **chair** ~~man~~ of each committee shall be to: (a) Present a plan of work and budget requests to the Board of Directors for approval; (b) Be responsible to carry out the plan approved and the committee responsibilities as stated by the Board of Directors; (c) Make verbal progress reports to the Board of Directors as requested; (d) Recommend to the Board of Directors the organization required to carry out the work of the committee, including recommendation of individuals for committee membership and the creation of sub-committees and to (e) Perform other duties as assigned by the President and Board of Directors.

Section 5. Executive Committee. There shall be a standing Executive Committee which shall consist of the President; the Secretary/Treasurer; and at least one other director, as appointed by the President and approved by the Board of Directors. The Executive Committee shall meet as necessary. The duties of the Executive Committee shall be to: (a) Discuss and approve expenditures necessary to the maintenance of facilities and programs in emergencies. (b)

Assist the President in conducting the routine business of the corporation between Board meetings. (c) Act as the third highest authority in any corporation matters. (d) Perform such other duties as assigned by the Board.

Section 6. Nominating Committee. There shall be a standing Nominating Committee appointed by the President within 90 days after the annual meeting. This committee shall have the responsibility to develop candidate recommendations for all officers and members of the Board of Directors of this corporation, shall study the theatre's Bylaws, and duties and responsibilities of present officers and other such material or information which may serve as a basis for developing and communicating the qualifications required by those who might be recommended for election as officers and/or directors of this corporation. Further, this committee will serve as a resource center to recommend candidates **to serve as** ~~for committee~~ **chairs** ~~chairmanships~~ and Board vacancies which occur between annual meetings. The Nominating Committee chair will be appointed by the President. The Nominating Committee will consist of five (5) **supporting** members of the corporation in good standing, including a past President. ~~and one member at large.~~

Section 7. Finance Committee. There shall be a standing Finance Committee, appointed by the Board of Directors. The committee shall consist of a minimum of three members of the Board, one member to be the Secretary/Treasurer. The Finance Committee shall recommend to the Board actions regarding budgets, accounting, financial structure, investments, distribution of funds, the audit and other financial matters as directed by the Board. It shall arrange for an annual audit of the books of the corporation.

## **Article IX FINANCIAL MATTERS**

Section 1. No pecuniary or other obligation shall be contracted by the corporation without sanction of the Board of Directors or by the adoption of a budget.

Section 2. No funds of the corporation shall be deposited in any name except that of the corporation and no funds of the corporation shall be invested without the authority of the Board of Directors. No loan of corporate funds may be made to any officer of the Board of Directors, or **supporting** member of the corporation.

Section 3. The fiscal year of the corporation shall begin on July 1st of each year and end on June 30th of each year. The books of the corporation shall be balanced and audited for the fiscal year by a certified public accountant. ~~or an auditing committee of the Board of Directors.~~



Section 4. Disbursements for (a) amounts \$5,000 \$10,000 and greater (b) any unbudgeted expenses (c) expenses in excess of the bonding limit, shall be authorized by the Secretary/Treasurer and one other officer or individual as the Board may authorize.

## **Article X PARLIMENTARY AUTHORITY**

Robert's Rules of Order, newly revised, shall govern this organization in all matters of procedure not covered in these Bylaws.

## **Article XI IRS REQUIREMENTS AND CORPORATE INDEMNITY**

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its supporting members, directors, officers, or other private persons, except that the corporation 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 in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

**Section 3.** This corporation will indemnify, to the fullest extent not prohibited by law, any person who is made or threatened to be made a party to an action, suit, or other proceeding by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

## **Article XII AMENDMENTS**

Section 1. These Bylaws may be amended at any ~~annual~~ meeting of the Board of Directors ~~members, or at any special meeting of the members~~ duly called for that purpose by the affirmative vote of two-thirds of the ~~members~~ **directors** present.

Section 2. All Bylaws of the Lakewood Theatre Company heretofore adopted are by these Bylaws made null and void.