

**RESTATED BYLAWS**

**OF**

**TACOMA LITTLE THEATRE AND DRAMA LEAGUE**

(A Washington Nonprofit Corporation)

**ARTICLE 1 — MEMBERSHIP**

Section 1.1 Each member of the Board of Directors shall automatically upon his or her election become a member of the corporation and shall remain a member during his or her tenure as a Director. Members of the Board of Directors shall be voting members of the Corporation.

Section 1.2 No Director shall act as a representative of the corporation without the consent of the Board of Directors.

Section 1.3 Each proposed member of the Board of Directors shall sign (1) a written promise (hereinafter "the Board membership commitment agreement") that sets forth the proposed member's promise to serve on the Board for a period of three years, the minimum expectations of a member of the Board and the commitment of the proposed member to meet said expectations, and (2) an application for membership on the Board. The Board membership commitment agreement and the application for membership shall be in the form and content as shall be prescribed by a majority vote of the Board from time to time, provided that the Board membership commitment agreement shall set forth in detail the minimum expectations for service and financial support of a member of the Board and the application for membership shall gather such information about a prospective member as the Board may determine is necessary, such that the qualifications of the prospective member may adequately be assessed.

Section 1.4 After execution of the Board membership commitment agreement and submission of the application for Board membership, the presently constituted Board shall consider the application and vote upon the same. The application shall be granted by a majority vote of the Board members present at the meeting.

Section 1.5

- a. Board members shall be elected to three-year terms to specified Board positions in three cohorts, each term concluding June 30.
- b. If additional positions are added to the Board, they shall be designated in one of the established three cohorts in a manner to maintain, as much as possible, an equal number of Board positions in each cohort.
- c. To transition to this format, terms of Board members as of November 1, 2016, shall be:
  1. Terms ending June 2017 for three positions (Cohort 1: Positions 1a, 1b, 1c)
  2. Terms ending June 2018 for three positions (Cohort 2: Positions 2a, 2b, 2c)
  3. Terms ending June 2019 for three positions (Cohort 3: Positions 3a, 3b, 3c)

Section 1.6 Should a member of the Board desire to serve longer than the initial three year term, such member shall submit a new application for membership and shall sign a new Board membership commitment agreement in the form and with the content as most recently adopted by the Board. Such renewal application shall be granted by a majority vote of the Board members present at the meeting. The member of the Board applying for renewal membership on the Board shall be excluded during the discussion or vote regarding the renewal application. The renewal term shall commence at the expiration of the current term.

## **ARTICLE 2 - BOARD OF DIRECTORS**

Section 2.1 The management and administration of the affairs of the corporation shall be by a Board of Directors consisting of not fewer than eight (8) nor more than 25 persons, who shall be duly elected by voting members of the corporation to serve terms of 3 years each and until their successors have been duly elected and qualified. The Board of Directors shall include the President, Vice President, Secretary, Treasurer, and Past President.

Section 2.2 The annual meeting of the Board of Directors shall be held on the second Tuesday in the month of August of each year, or on such other

date as shall be determined by resolution of the Board of Directors.

Section 2.3 Regular meetings of the Board of Directors shall be held on the second Tuesday of each month, or on such other day as the Board of Directors by resolution shall fix. Any regular meeting may be rescheduled by the President or by a majority vote of the Board of Directors.

Section 2.4 Special meetings of the Board of Directors shall be held upon the call of the President or upon a written request signed by 3 members of the Board of Directors.

Section 2.5 Any action permitted or required to be taken at a meeting of the Board of Directors or of a committee of the Board of Directors may be taken without a meeting in accordance with RCW 24.03.465 if a consent in writing setting forth the action so taken shall be signed by all the Board of Directors or members of the committee of the Board of Directors, as the case may be. Members of the Board of Directors or any committee designated by the Board of Directors may participate in meetings of the Board of Directors or any such committee, respectively, by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such a meeting.

Section 2.6 Five days written notice shall be given of any annual, regular or special meeting of the Board of Directors. Notice of any such meeting may be waived in writing by any member of the Board of Directors at any time.

Section 2.7 A majority of the Board of Directors shall constitute a quorum for all purposes, but a lesser number may adjourn any meeting, and the meeting may be held as adjourned without further notice. At each meeting of the Board at which a quorum is present, the act of a majority of the Directors present at the meeting shall be the act of the Board of Directors.

Section 2.8 Any Director may be removed, with or without cause, by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors. For purposes of this Section 2.8, the term

"with cause" shall include, but shall not be limited to, three unexcused absences from regular and/or special meetings of the Board during the course of a twelve month period.

Section 2.9 Any Board member may, by written notice to the Board, resign from the Board of Directors.

Section 2.10

- a. In the event of a vacancy on the Board of Directors, the remaining Directors by majority vote may elect a successor to fill the unexpired term.
- b. If the vacancy occurs in a position with less than six months to expiration, the successor shall be elected to complete the vacated term and to fill the position for another full three-year term.
- c. If there is only one Director serving, he may elect successors to fill the unexpired terms of vacant positions, if any, on the Board.
- d. If all positions of Directors are vacant by reason of death or otherwise, the Artistic Director shall appoint persons to fill such vacancies. Such persons shall be appointed for their interest and ability to carry out the objectives of the corporation. Such persons shall immediately call a Special Meeting of the Board of Directors in accordance with the requirements of Section 2.4 to elect a new Board of Directors.

**ARTICLE 3 - COMMITTEES**

Section 3.1 Executive Committee. The Executive Committee shall consist of the President and three Directors appointed by the President, and shall have the power to make any decisions which cannot be delayed until a full meeting of the Board of Directors. Decisions of the Executive Committee must be agreed upon by at least three members of the Executive Committee, and shall have the same force and effect as if made by the full Board at a properly called regular or special meeting. The President shall report any decisions of the Executive Committee to the next regular or special meeting of the Board.

Section 3.2 Nominating Committee. The Nominating Committee shall consist of five members appointed by the President, at least two, but not more than three of such members shall be Directors of the Theatre. The Committee shall present its slate of nominees for election to the Board of Directors at the Board's regular May meeting of each year.

Section 3.3 Other Committees. The Board of Directors may also appoint from among its members such other committees as the Board may determine, which shall in each case consist of not fewer than two Directors and which shall have such powers and duties as shall from time to time be prescribed by the Board; provided, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or replacing the Bylaws; electing, appointing or removing any member of such committee or any Director or officer of the corporation; amending the articles of incorporation; authorizing the sale, lease, or exchange of all or substantially all of the assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan of distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provide that it shall not be amended, altered or repealed by such committee.

The President shall be a member ex officio of each committee appointed by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or of any individual Director of any responsibility imposed upon it or him or her by law.

Section 3.4 The majority of the members of any committee may fix its rules of procedures. Such action shall be subject to revision, alteration and approval by the Board of Directors; provided that no rights or acts of third parties who have relied in good faith on the authority granted herein shall be affected by such revision or alteration.

#### **ARTICLE 4 - OFFICERS**

Section 4.1 The officers of the corporation shall be a President, Vice President/President Elect, Secretary, Treasurer and Past President. The President may not hold any other office other than that of President. Any other officers may hold two or more offices.

Section 4.2 The officers of the corporation shall be elected by a majority vote of the Board at the January meeting of the Board. The officers so elected shall commence service effective with the meeting of the Board held in the month of July. All officers shall hold office for a term of one year, provided that officers except President may hold successive terms if elected for successive terms by the Board. The President may hold a single successive one-year term, for a total of two years, if elected for a second term by the Board. The most recent President of the Board shall be the Past President. The Vice President/President Elect shall be the President of the Board upon the expiration of the term or upon the death or resignation of the President. Each officer shall hold office until their successor shall have been duly elected and accepted office or until their death or until they resign or have been removed in the manner provided herein.

Section 4.3 A vacancy in any office due to death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors for the unexpired portion of the term, except that the Vice President/President Elect shall be the person to assume the duties of President under such circumstances and shall hold such office until the expiration of the term for which such person would ordinarily have served as President had such circumstances not occurred.

Section 4.4 Any Officer elected by the Board of Directors may be removed by the majority vote of all the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4.5 The duties of the President, Vice President/President Elect, Past President, Secretary and Treasurer shall be such as by custom and law are usually imposed upon officials of corporations and as shall be assigned to them by the Board by majority vote from time to time, provided that checks upon any bank account of the corporation shall be signed only by

such officer or officers as the Board of Directors shall from time to time appoint by majority vote.

**ARTICLE 5 - FISCAL YEAR AND AUDIT**

Section 5.1 The fiscal year of the corporation shall be from July 1 through June 30.

Section 5.2 The Board may, if they deem necessary, arrange for an audit or financial review of the corporation's financial accounts by a Certified Public Accountant at the end of any fiscal year.

**ARTICLE 6 - AMENDMENTS**

Amendments to these Bylaws may be made by the Board by a two-thirds majority of votes cast at any meeting, provided that all members of the Board have been notified in writing of such proposed amendments at least 10 days in advance.

**CERTIFICATION**

I certify the foregoing is an exact copy of the Bylaws of Tacoma Little Theatre and Drama League which were adopted unanimously by the Board of Directors on August 16, 1990.

Finn S. Gunderson, Secretary

Amended 8/02/02

Amended 8/16/16

Amended 11/1/16