

## BYLAWS OF THE PENTACLE THEATRE

Approved Oct. 25, 2021

### ARTICLE I: LOCATION

The principal theater of the corporation shall be at 324 52<sup>nd</sup> Ave NW, Salem, in Polk County, Oregon. Other offices and theaters may be located in such places as the Governing Board may, from time to time, determine.

### ARTICLE II: MEMBERSHIP

#### Section 1: Membership

Membership is open to anyone interested in theater.

#### Section 2: Member categories

The Governing Board may create separate categories of membership as it determines.

#### Section 3: Membership Fees and Term

The Governing Board will set membership fees.  
Member terms shall run for one calendar year (January 1 through December 31), except for Lifetime Members.

#### Section 4: Annual Meeting

The Governing Board shall set the date of an annual meeting membership meeting in November for the purpose of nominating members of the Governing Board, considering a report by the President on the activities and financial condition of the theater, and considering and acting upon such other matters as may be raised consistent with the meeting notice under Section 6 of these Bylaws.

#### Section 5: Special Meetings

The Governing Board President may call special meetings of the membership of the theater or the Governing Board.

## Section 6: Notice of Meetings

The Governing Board will notify members via United States mail or electronic mail of the place, day and hour of the annual or special meeting, and the purpose or purposes for that meeting. The theater shall give notice not fewer than seven nor more than 20 days before the date of the meeting.

Paper notice delivered by United States mail shall be deemed delivered when deposited at a United States mail facility addressed to the member at the member's address as it appears on the membership records of the theater, with first-class postage thereon affixed. For notice delivered to each member via electronic means, notice shall be given not fewer than seven days nor more than 20 days before the date of the meeting. Such notice shall be deemed to be delivered when addressed and sent to the member at the member's electronic notification address as it appears in the membership records of the corporation.

## Section 7: Membership Quorum

The presence of 10 or more members, excluding Governing Board members, at regular or special membership meetings constitutes a quorum. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## Section 8: Voting

Each member shall have one vote on each matter submitted to vote at a meeting of members. A member may vote either in person or by proxy executed in writing by that member and presented at the member meeting for inspection. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Governing Board elections and changes to the bylaws shall be put to a vote of the members by paper or electronic ballot.

The theater will establish a secure and secret method for receiving electronic ballots.

Electronic ballots will be the default mode of voting. Members must provide an email address to receive the electronic ballot. Partner members must provide an email address for each partners.

A member may opt to receive a paper ballot by contacting the theater's Executive Director.

Paper ballots shall be numbered in the upper right-hand corner. The number of ballots shall correspond to the number of current members who have opted for paper ballots as of 5:00 p.m. the day before the day the ballots are mailed.

The Governing Board shall notify members when ballots are due.

Ballots for Governing Board members shall state that each member shall have the right to vote for as many Governing Board members as there are openings on the Governing Board. The theater will mail or transmit electronic ballots not less than seven days nor more than 20 days before the due date for the ballot.

A paper ballot shall be deemed to be delivered to a member when deposited in the United States mail addressed to the member at the member's address as it appears on the membership records of the theater, with first-class postage thereon prepaid. Once mailed, in no case shall substitute ballots be provided. Photocopied ballots are invalid.

The Governing Board will tabulate paper and electronic election results at its first regular meeting following the date the theater sent the ballots. Paper ballots must be received at the theater's office by 5:00 p.m. of the last business day before that meeting

The Governing Board will count ballots at the beginning of the meeting and announce results at that time. The theater will announce the date and time of the meeting to all members on the face of the ballot. The meeting shall be open to any member wishing to attend.

Any amendment to these bylaws shall require a majority vote in favor from the ballots returned.

Tie Votes: All issues or elections submitted to the membership that result in a tie vote shall be resubmitted to the membership within 21 days of the original balloting deadline, in accordance with the procedures in this Section.

#### Section 9: Presiding Officer and Record Keeping

The President shall call each meeting of the members to order and shall act as chairperson over their meeting. The Secretary shall keep a record of the proceedings of all members' meetings, shall attest such records by signing them, and shall submit such signed record to the Executive Director within 30 days of the meeting.

## Section 10: Order of Business

The Governing Board shall observe the following order of business as appropriate at annual and special meetings of the members:

1. Ascertaining that a quorum is present
2. Reading, correcting and approving minutes of previous meeting
3. Reports of officers
4. Reports of committees
5. Nomination of Governing Board members
6. Unfinished business
7. New business

## Section 11: Inspection of Corporate Records

Any person who shall have been a member for at least six months immediately preceding his/her demand may, upon written demand stating the purpose thereof, examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the corporation's books and records of account, minutes and record of members, and to make extractions there from. The corporation shall mail a copy of its latest financial statement to any member upon his/her written request therefore.

## *ARTICLE III: GOVERNING BOARD*

### Section 1: Number

The business and property of the theater shall be managed and controlled by a Governing Board of nine members, herein called the Governing Board.

### Section 2: General Authority

The Governing Board shall have the power and authority to make rules and regulations, not inconsistent with the laws of the State of Oregon and the Bylaws of this theater:

- a) for the guidance of committees, officers, and employees of the theater and for the transaction of the theater's business;
- b) to call meetings of the members when deemed advisable; and
- c) generally, to exercise all powers necessary for the transaction of the theater's business, including:
  - i. authorizing and approving performance of all plays and musicals;
  - ii. establishing all fees to be paid to Pentacle; and
  - iii. approving all budgets, both for general theater operations and for individual productions.

It is expressly understood that nothing herein contained shall be deemed to limit or restrict the general authority vested in the Governing Board for the management and control of the theater.

### Section 3: Election

The membership will elect sufficient members to fill the Governing Board for a three-year term commencing January 1 of the year following the election and ending December 31 three years later. No member of the Governing Boardman may serve successive terms. A board member appointed to fill a vacancy caused by a resignation may run for a full three-year term at the next annual meeting, provided the unexpired term was for less than twelve months. The Governing Board will elect the President, Vice-President, Secretary and Treasurer promptly following the annual election and shall serve for a one-year term commencing January 1 of the year following the election and ending December 31. Candidates for President shall have served at least one year on the Governing Board within the previous five years.

Notwithstanding the above stated prohibition of a board member serving successive terms, any member of the 2020 Governing Board shall have the option of a one-year extension of the three-year term limit. A member of the 2020 Governing Board electing to add a year to the member's term shall notify the Board's nominating committee no later than the October board meeting of the member's third year.

### Section 4: Vacancies

The President may appoint an individual to fill the role of a member who leaves a board position, subject to ratification by the majority of the Governing Board.

### Section 5: Resignations

Any Governing Board member who resigns shall submit a resignation in writing to the Governing Board. Any Governing Board member who has missed three consecutive meetings may, upon resolution of the Governing Board, be designated as having resigned whenever in its judgment the best interests of the theater would be served thereby.

### Section 6: Regular Meetings

The Governing Board shall schedule regular meetings by resolution.

### Section 7: Special Meetings

Any Governing Board officer may call for a special meeting of the Governing Board by giving each Governing Board member written notice at least three days before the date of the meeting.

### Section 8: Waiver of Notice

Attendance of a member of the Governing Board at a meeting, execution of a written waiver, or signing of the minutes of the meeting shall constitute a waiver of notice of such meeting, except where a Governing Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Governing Board need be specified in the waiver of notice of such meeting.

### Section 9: Waiver of Meetings

Any action, which may normally be taken at a meeting of the Governing Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Governing Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Governing Board and may be stated as such. Further, in an emergency, the President may conduct or cause to be conducted a poll, either by telephone or email, of all Governing Board members provided the question is in the form of a motion calling for an aye or nay vote, identically presented to each member and provided that a written record of the voting results is made part of the minutes of the next regularly scheduled Governing Board meeting.

### Section 10: Quorum

A majority of the members of the Governing Board shall constitute a quorum necessary for the transaction of any and all business of the corporation.

### Section 11: Order

At all meetings of the Governing Board the President, or in his/her absence, the Vice-President, shall preside.

### Section 12: Play Directors

A play director serving on the Governing Board shall be counted in determining whether a quorum is present but shall be precluded from voting on any matter which concerns, directly or indirectly, the play they are directing.

### Section 13: Nominating Committee

A nominating committee, appointed by the President, shall nominate at least one member for each upcoming vacancy on the Governing Board and present those nomination(s) at the annual meeting. Members may nominate other candidates from the floor one month prior to the annual meeting. The nominating committee may not nominate one of its members, but a member may nominate a nominating committee member from the floor.

## ARTICLE IV: THE OFFICERS

### Section 1: Officers

The officers of the theater shall be President, Vice-President, Secretary and Treasurer. The Governing Board shall elect these officers for a term of one year or until their successors are duly elected. Only Board members may serve as officers.

### Section 2: President

The President shall be the executive officer of the theater. The President shall preside at all meetings of the members and Governing Board and:

- a) shall have general supervision of the affairs of the theater,
- b) shall sign contracts and other instruments of the corporation as authorized by these Bylaws and by the Governing Board,
- c) shall make reports to the Governing Board and members, and
- d) shall perform all other such duties that are incident to the President's office or are properly required of the President by the Governing Board.

The President may delegate any of the duties and authorities under this Section to an Executive Director, except the duty to preside at all meetings of the members and Governing Board.

### Section 3: Vice-President

The Vice-President, in the absence of the President, or in the event of the President's death or inability or refusal to act, shall perform the duties of the President and when so acting shall have all the power and be subject to all the restrictions upon the President. The Vice-President shall be responsible to the Governing Board for preparation of the annual operating budget.

### Section 4: Secretary

The Secretary shall keep minutes of the proceedings of its members and Governing Board. The Secretary shall make such reports and perform such other duties that are incident to the Secretary's office and are properly required of the Secretary by the Governing Board under these Bylaws. The minutes shall be kept in the registered office

or principal place of business. The Secretary shall relinquish to the Executive Director all records upon completion of a term.

#### Section 5: Treasurer

The Treasurer shall work with the Executive Director to coordinate the collection of and disbursement of the funds of the theater. These funds shall be kept in a bank or banks to be designated by the Governing Board. The Treasurer will also perform such other duties as may, from time to time, be authorized and directed by the Governing Board.

### *ARTICLE V: THEATER FUNDS*

#### Section 1: Accounts Generally

The Governing Board shall supervise the handling of all funds of the theater, which funds shall be handled and disposed of in such a manner and by such officers or agents of the theater as the Governing Board may by proper resolutions from time to time authorize.

The theater shall maintain, pursuant to above, a checking account for general theater operation and for play production and may maintain other accounts.

#### Section 2: General Theater Operation Account

All receipts, from any source, shall be deposited into the appropriate theater account, as determined by the Executive Director.

Each year the Governing Board shall approve by resolution a general operating budget for the theater.

Any expenditure not provided for in the general operating budget shall be authorized by the Governing Board by resolution.

#### Section 3: Play Production Budgets

By resolution, the Governing Board shall approve each play budget. The Executive Director is authorized to expend only the budget total for each play production. Any expenditure in excess of the play budget shall be authorized by the Governing Board by further resolution.

#### Section 4: Other Accounts

By resolution, the Governing Board may open and maintain any other accounts.

### ARTICLE VI: MISCELLANEOUS

#### Section 1: Executive Director

The Pentacle Governing Board will hire an Executive Director to perform the following duties:

- a) manage day-to-day theater operations, including human resource management, financial accounts management, and outreach, marketing and development activities,
- b) issue notices for all meetings,
- c) ensure that a record of Pentacle Theatre members, including the names, mailing addresses, and email addresses, are kept at the registered office or principal place of business, and,
- d) assist all Governing Board officers in the conduct of their duties as described in Article IV of these Bylaws.

Any decision of the Executive Director is subject to review by the Pentacle Governing Board.

#### Section 2: Robert's Rules

Except as otherwise provided in these Bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.