

Bylaws of the Corbett Children's Theatre Corporation

ARTICLE I: Purpose

The purpose of the Corbett Children's Theatre is to promote arts education and high-quality entertainment to and for children of all ages focused in small communities. These By-Laws, Resolutions made by the Organization or Board of Trustees as described below, productions and other activities will strive to promote these opportunities.

ARTICLE II: Membership and Meetings of Members

Section 1. The following shall be the By-laws of the above corporation; a non-profit corporation organized under General Corporation Law of the State of Oregon, and hereinafter called the 'Organization'. Any of the sections or subsections conflicting with incorporation laws of the State of Oregon shall be considered null and void.

Section 2. The members of the Organization shall be the trustees then in office and additional persons who qualify in accordance with the following sections.

Section 3. Members

- A. General Authorities. Except as may be otherwise provided by law or by the Certificate of Incorporation, or by these By-Laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership, and the provisions governing the withdrawal suspension and expulsion of members shall be decided by the Board of Trustees.
- B. Classification of Members. Members of the Organization shall be classified as follows:
 - a. Active Members – Those who have actively participated in the functions of the Organization with at least 10 hours of volunteer service within the last 12 months of the current date.
 - b. Perpetual Members:
 - i. Founding Members – Those who, through their efforts were instrumental in the founding of the Organization. Founding Members must be identified and documented by the Board of Trustees as an addendum to these By-Laws.
 - ii. Honorary Members – Any person as from time-to-time shall be selected to be so honored by the Board of Trustees.

- iii. Life Member – Those who have actively participated for at least 10 years in the Organization and having been at least one of the following:
 - 1. Active in at least one production
 - 2. A committee chairperson for at least one production
 - 3. A member of the Board of Trustees
 - 4. An active member of a committee for an entire year
- C. Voting Qualifications. In order to qualify as a voting member of the Organization, a member must meet the following criteria:
 - a. If an active participant of the Organization for the previous 3 consecutive years, members may qualify as a voting member at the age of 16. Otherwise members must be at least 18 years of age. A membership application must be completed and submitted to the Organization in January of each year.
 - b. Must be a Perpetual Member.
 - c. Must have served the Organization in some phase of production or served as a Trustee or member of an active committee during the twelve (12) month period prior to the annual election.
- D. Termination of Membership. Except as otherwise required by law or by Certificate of Incorporation or by these By-Laws, any right of members to vote and any right, title, and interest of any member in or to the Organization and its properties and franchises, shall cease and divest upon termination of her or his membership.

Section 4. Annual Meeting for the Election of Trustees. The annual meeting of the members for the election of the Board of Trustees of the Organization shall be held at the office of the Organization or at such other place within East Multnomah County in the State of Oregon as may be determined by the Board of Trustees, and as shall be designated in the notice of said meeting in the month of March of each year, for the purpose of electing Trustees and for the transaction of such other business as may be brought before the members.

Section 5. Special Meetings. Special meetings of the members may be called by the Board of Trustees or by at least five (5) qualified voting members of the Organization by written petition to the Board of Trustees. Upon receipt of such a petition, within ten (10) days, the Board of Trustees shall provide notice of a special meeting in accordance with Article II, section 6, which shall be held at the office of the Organization or at such other place within East Multnomah County in the State of Oregon as may be designated in the notice of said meeting. Business at said special meeting shall be limited to that stated in the notice or petition.

Section 6. Notice of Meeting. A good faith effort shall be made by the Board of Trustees to notify current voting membership of any annual or special meeting, not less than seven (7) days prior to said meeting

Section 7. Quorum. At all annual or special meetings, a majority of the present members entitled to vote shall except as otherwise provided by law or the Certificate of Incorporation, constitute a quorum. If there be no such quorum, a majority of such members present may suspend proceedings to another time as determined by said members.

Section 8. Meeting Chairperson/Secretary. Meetings shall be presided over by the Chairperson of the Board of Trustees or, in her/his absence, by any other member of the Board of Trustees chosen by the membership present. The Recording Secretary of the Board of Trustees shall act as the Recording Secretary of the meetings, or in her/his absence, the Chairperson shall appoint another to so act.

Section 9. Voting at Annual or Special Meetings. At the annual or special meetings of the Organization, each qualified member will be entitled to one (1) vote. The voting may, but need not be, by ballot and plurality of the votes cast shall elect. Those members qualified to vote but unable to be present at the time of elections, may request an absentee ballot, which must be in the hands of the Secretary prior to the time elections are held. Voting by proxy shall not be permitted.

ARTICLE III: Board of Trustees

Section 1. Constitution and Membership. The property, affairs and business of the Organization shall be managed by its Board of Trustees, consisting of not less than seven (7) trustees, each of whom shall be a member during her/his Trusteeship.

The Members of the first Board of Trustees shall be those persons elected by the incorporators of the Organization. The Board of Trustees shall consist of seven (7) trustees until changed by an amendment to these By-Laws. Except as hereinafter provided, trustees shall be elected at the annual meeting of the members of the Organization, and each trustee shall be elected to serve for two years and until their successor shall be elected and shall qualify; provided, however, that failure to elect trustees at the time designated therefore shall not work any forfeiture or dissolution of the Organization. If and when the number of trustees shall be increased, the additional trustees then to be elected by a majority of the trustees in office at the time of the increase or, if not elected prior to the next annual meeting of the members of the Organization, they shall be elected by said members.

Section 2. Quorum. A majority of the members of the Board of Trustees when acting at a meeting duly assembled, but in no event less than one third of the number of trustees authorized shall constitute a quorum for the transaction of business. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those may adjourn the meeting without further notice from time to time until a quorum shall have been obtained.

Section 3. Vacancies. In case one or more vacancies shall occur in the Board of Trustees by reason of death, resignation, or otherwise, the remaining trustees, although less than a quorum may, by a majority vote, elect a successor or successors for the unexpired term or terms. A vacancy in the Board of Trustees for the purpose of this section shall be deemed to exist whenever the members of the Organization shall fail to elect Trustees.

Section 4. Meetings. Meetings of the Board of Trustees shall be held at such a place within or outside of the State of Oregon as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of the meeting. Regular meetings of the Board of Trustees shall be held at such times as may from time to time be fixed by resolution of the Board of Trustees, and special meetings may be held at any time upon the call of its Chairperson by oral or written notice via postal mail or electronic mail duly served and delivered to each trustee not less than two days prior to such meeting. A meeting of the Board of Trustees may be held without notice immediately after the annual meeting of the members of the Organization at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Trustees held at times fixed by resolution of the Board of Trustees. Meetings may be held at any time without notice, if all the trustees are present or if at any time before or after the meeting those not present waive notice of the meeting in writing.

Section 5. Removal. At any special meeting of the members of the Organization, duly called as provided in these By-Laws, any trustee or trustees may, by the affirmative vote of a majority of all the members entitled to vote, be removed from office, either with or without cause, and her/his successor or successors may be elected at such meeting or the remaining trustees may, to the extent the vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Section 6. Nominations and Elections. Nominations for election to the Board of Trustees shall be made at a special meeting held for said purpose in the month preceding the annual meeting. Nominations shall be received from the floor. Only qualified voting members shall be able to nominate and each nomination must be seconded. Those seven (7) nominees receiving the highest number of votes shall be declared elected. In the event of a tie vote, election shall be decided by a toss of the coin.

Section 7. Qualifications. In order to qualify for election to the Board of Trustees, a nominee must be a qualified voting member and must have attended at least two (2) general and/or special meetings during the preceding twelve (12) month period.

Section 8. Term of Office. The members of the Board of Trustees shall serve for a term of two (2) years. Said term of office shall run from the first day of the fiscal year following their election to the end of the following fiscal year.

Section 9. Election of Officers. The newly elected members of the Board of Trustees shall, as soon after their election as possible, elect a Chairperson, Vice Chairperson, Secretary, and Treasurer, to server as the officers of said Board. Further the Board of Trustees may, from time to time elect such other officers as it deems necessary.

Section 10. Duties and Responsibilities of Officers. The duties and responsibilities of the offices of the Board of Trustees shall be as follows:

Chairperson – As principal executive of the Board of Trustees, coordinates and manages the activities of the Organization; presides at all meetings of the Board of Trustees and all meetings of the Organization. In accordance with these By-Laws and all of the resolutions of the Board of Trustees past and present, acts as primary liaison between community organizations, political representatives, members of the media – in manners pertaining to the business of the Organization, but not necessarily matters of specific productions, local business, potential partners and the Organization. Responsible for resolution of various business issues, where such issues are not explicitly governed and resolution required by quorum of the Board of Trustees by these By-Laws or resolutions of the Board of the Trustees between Organization members, staff, actors, community organizations, community members and the Organization.

Vice Chairman – Assumes the duties and responsibilities of the Chairperson in her or his absence.

Secretary – Responsible for recording the minutes of all meetings of the Organization and of the Board of Trustees and maintaining all official records and correspondence.

Treasurer – Maintains the financial records of the Organization in accordance with the generally acceptable accounting procedures; has the authority to receive and disburse funds in order to satisfy authorized expenditures and is responsible to the Board of Trustees for all financial transactions of the Board of Trustees.

ARTICLE IV: Committees

Section 1. General Authorities. The Board of Trustees shall, in its discretion, by the affirmative vote of a majority of the members, establish such committees and appoint such Chairpersons as it shall from time to time, deem necessary in order to conduct or perform the various duties, functions and responsibilities of the Organization. Said committees shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Trustees shall otherwise provide. The Board of Trustees shall have the power at any time to fill vacancies in, to change membership of, or to discharge any such committee.

Section 2. Terms of Office. The term of office of the Committee Chairperson appointed by the Board of Trustees shall be no longer than one year and shall coincide with the term of office of the Board of Trustees.

Section 3. Vacancies. In the event a vacancy shall occur in the chairmanship of any committee by reason of death, resignation or otherwise, the unexpired term of said Chairperson may be filled by the Board of Trustees.

Section 4. Duties and Responsibilities. The committee Chairperson appointed by the Board of Trustees shall have the duties and responsibilities as may be, from time to time, established by said Board.

ARTICLE V: Indemnification

Every person who is, shall be, or shall have been a trustee or officer of the Organization and her/his personal representatives shall be indemnified by the Organization against all costs and expenses reasonably incurred by or imposed upon her/him in connection with or resulting from any action, suit or proceeding to which she/he may be made a party by reason of her/his being or having been a trustee or officer of the Organization or any subsidiary or affiliate thereof, except in relation to such matters as to which she/he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of her/his duty as such trustee or officer. Said costs and expenses shall include but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE VI: Informal Action

Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee therefore may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of the Committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board or committee.

ARTICLE VII: Fiscal Year

The fiscal year of the Organization shall begin on the first day of August each year and shall end on the thirtieth day of July next following, unless otherwise determined by the Board of Trustees.

ARTICLE VIII: Corporate Seal

The official seal of the Organization shall have inscribed thereon the name of the Organization and shall be in such form and contain such other words and/or figures as the Board of Trustees shall determine. The official seal may be used by printing, engraving, lithographing, stamping, or otherwise making, placing or affixing upon any paper or engraved, lithographed, stamped, or otherwise made placed, or affixed, upon any paper or electronic document by any process whatsoever, an impression facsimile, or other reproduction of said official seal.

Article IX: Amendments

These By-Laws may be amended, altered, or repealed, by a vote of two-thirds (2/3) of all the attending members present at a special meeting called for said purpose, provided a quorum is present and written notification stating the purpose of said meeting has been made to all qualified voting members at least ten (10) days prior to said meeting.

I hereby certify that the foregoing is a full, true, and correct copy of the By-Laws of the aforementioned Organization, The Corbett Children's Theatre Corporation, as is in effect on the date hereof.