

# Theater Artists Olympia Bylaws

Amended April 4, 2009.

## ► Article 1: (Name)

The name of the group shall be Theater Artists Olympia (TAO) in all instances both public and private.

## ► Article 2: (Purpose)

### • Section 1: (Statement of Purpose)

Notwithstanding any other provision of these articles, TAO is organized exclusively for the following purposes: literary, theatrical and/or educational purposes. TAO is organized under the general corporation law of the State of Washington. Any sections conflicting with the incorporation laws of the State of Washington shall be considered null and void.

### • Section 2: (Restrictions)

No substantial part of the activities of TAO shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code section 501(h)). TAO does not participate in, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## ► Article 3: (Fairness)

It is recognized that no set of Bylaws can cover all circumstances. In the event of an issue arising that is not covered by the Bylaws or Policies and Procedures, the issue will be decided up on the basis of fairness, the good of TAO and common sense.

## ► Article 4: (Membership, Voting Eligibility, Running for Office)

Voting membership is open to all interested persons, without regard to sex, age, race, color, creed, handicap status, sexual orientation or national origin.

Continued voting membership in TAO after the first year shall be contingent upon the following criteria:

1. Payment of annual membership dues to the Treasurer or duly appointed representative of the board.

AND at least one of the following:

2. Active participation (either onstage or backstage) in some capacity (to a level of effort acceptable to the Board of Directors) with the productions and/or activities within the past two (2) years.

OR

3. Active participation as an elected officer or appointed committee member during the previous year.

Only members holding a valid membership may vote, nominate, be nominated or be elected to office. Members who are under eighteen (18) years of age may not vote. The Board of Directors will determine the dollar amount of dues. Dues are payable

when a person joins TAO, and after that, yearly, by January 31<sup>st</sup>. The Fiscal Year for TAO begins January 1<sup>st</sup> and ends December 31<sup>st</sup> of the same year. In the event that the dues of a member, due to a mistake, are not properly given to or recorded by the Treasurer, the member shall be determined to be eligible to vote and run for office if it is found that he or she made a good faith effort to pay his or her dues on time. The Vice President shall make the determination in accordance with Fairness (see Article 3), the good of TAO and common sense.

### ► **Article 5: (Functions and Duties of The Board of Directors)**

The Board of Directors shall consist of the following elected officers: President, Vice President, Secretary, Treasurer and up to five Officers at Large. The Board is responsible for conducting all group business. At all meetings of the Board, a majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Meetings shall be conducted in accordance with Robert's Rules of Order. The members of the Board have a special obligation to provide personal support and assistance with all TAO activities. Additional duties of the Board shall be outlined in Policies and Procedures.

The Executive Board consists of the President, Vice President, Treasurer and Secretary. Except as otherwise provided herein, the Executive Board shall have all the authority of the Board of Directors.

- **Section 1: (President)**

The President presides over all scheduled meetings of the Membership, as well as those of the Board of Directors. The President may also call and preside over Special Meetings of the General Membership, as well as the Board of Directors, as circumstances warrant. The President is an Ex-Officio member of all Committees. The President officially represents TAO both internally and externally.

- **Section 2: (Vice President)**

The Vice President fulfills the functions of the President when the President is unavailable. The Vice President shall supervise the election process. These duties include, but are not limited to: Taking nominations, validating membership, appointing tellers, and any other election process duties as needed.

- **Section 3: (Treasurer)**

The Treasurer is responsible for managing all financial and fiscal requirements for TAO, and shall maintain such records as may be necessary to show the condition of the corporation at all times.

- **Section 4: (Secretary)**

The Secretary shall be responsible to keep and make available minutes of all General and Board Meetings, collect and distribute incoming correspondence, notify Board Members of Board Meetings, and notify the Membership of General and Special Meetings.

- **Section 5: (Officer At Large)**

An Officer At Large shall be available to chair or serve on standing or ad hoc committees, and/or perform special duties as assigned by the Executive Board.

- **Section 6: (Presiding Officer)**

During the absence or incapacity of the President, the following shall be the order of precedence among the other officers in presiding at meetings: Vice President, Treasurer and Secretary.

► **Article 6: (Committees)**

Special Committees may be established and terminated by a majority vote of the Board of Directors. The Board of Directors must appoint a Chair to each Special Committee. Committees shall be open to all members.

If a voting member wishes to initiate the creation of a Special Committee, he or she must submit a proposal to the Board of Directors for due consideration. The establishment of any Special Committees shall be noted in the minutes. All active committees shall report to the Board of Directors upon request.

► **Article 7: (Meetings)**

The Membership shall be notified no less than seven (7) days prior to any General or Board Meeting. The Executive Board shall be notified no less than seven (7) days prior to any Executive Board Meeting. The conduct of all meetings shall be in accordance with Robert's Rules of Order.

- **Section 1: (General Meetings)**

All General Meetings shall be open to the public. The Board will schedule a minimum of one meeting annually for the purpose of electing officers. Any voting member may request a Special Meeting by submission in writing to the Board. The Board will have the final decision as to whether a Special Meeting will be called.

- **Section 2: (Board Meetings)**

Board Meetings shall be open to all members and will be held at least quarterly.

- **Section 3: (Executive Board Meetings)**

The President calls Executive Board Meetings, which shall be attended by the Executive Board and other members deemed necessary by the President.

- **Section 4: (Emergency Meetings)**

The President may call an Emergency Meeting when emergent issues arise that do not allow seven (7) days prior notice.

► **Article 8: (Election of Officers)**

- **Section 1: (Regular Elections)**

Nominations for members of the Board of Directors will be accepted during the month of April up until May 1<sup>st</sup>. The Vice President will prepare a slate of nominees and the Membership will be notified no less than fifteen (15) days prior to the

election which must occur before July 1<sup>st</sup>. Newly elected Board members shall assume their duties August 1<sup>st</sup> and shall serve for one (1) year, or until their successor is elected.

- **Section 2: (Special Elections)**

In the event of a vacancy on the Board, the remaining members of the Board will appoint a member to fill the remaining term of the vacated position.

- **Section 3: (Tie Elections)**

If candidates receive the same number of votes, there will be a run off election to determine the winner.

- **Section 4: (Tellers)**

The Vice President shall appoint two tellers at the June election meeting. The tellers' names cannot appear on the ballot. Their duty is to count votes.

▶ **Article 9: (Discipline)**

A member may be removed from the Board of Directors or from the Membership or both whether with or without cause. The removal process will be in accordance with Robert's Rules of Order.

▶ **Article 10: (Amendments)**

These Bylaws may be amended at any General Meeting of TAO. Any voting member in good standing may propose amendments, and the Membership shall be notified of the proposed amendment(s) in writing at least fifteen (15) days prior to calling a vote. Amendment(s) must be passed by a vote of eighty percent (80%) of the voting members present. Such amendment(s) shall be considered operative upon adoption.

▶ **Article 11: (Distribution of Assets)**

- **Section 1: (Restrictions)**

No part of the net earnings of TAO shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

- **Section 2: (Dissolution)**

In the event of dissolution, all the remaining assets and property of TAO shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization, to be used in such manner as, in the judgment of a Justice of a court of the State of Washington with appropriate jurisdiction, will best accomplish the general purpose for which this corporation was formed.

▶ **Article 12: (Policies and Procedures)**

The Board may from time to time establish, terminate, or modify Policies and Procedures, which are to serve as detailed guidelines for TAO. In order to establish, terminate or modify Policies and Procedures, the same must be approved by a majority vote of the Board, to be reflected in the minutes. However, any policy or procedure may be terminated by a two-thirds (2/3) vote of voting members present at any General Meeting.

**► Article 13: (Acceptance of Bylaws by Members)**

By paying their dues, each member signifies his or her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be circulated under these Articles and hereby waives any and all claims and demands of any nature, past, present and future, against TAO or any member of TAO, or any former member, or any officer, employee, committee or individual for any action taken in good faith pursuant to these Articles.