

**Bylaws of**  
**The Port Angeles Light Opera Association**  
**A Washington Non-Profit Corporation**

**Statement of Purpose:** The Port Angeles Light Opera Association (PALOA) is a non-profit organization whose purpose is to produce musical theatre of a professional quality, enhances the community's cultural environment by providing entertainment, performing and educational opportunities, encourages participation from individuals of all ages and backgrounds living on and around the Olympic Peninsula.

**Article I: Membership**

1.1 Membership shall be on an annual basis from October 1 through September 30 of the following year.

1.2 A member of the corporation is one who contributes to the patron drive during the membership year, a member of the Board of Directors, all members of the current Production Team and PALOA co-founders Gert and Evelyn Muser.

**Article II: General Membership Meeting**

2.1 The order of business to be followed at any meeting of the general membership shall be decided upon by the Presiding Officer, and Robert's Rules of Order shall govern the proceedings.

2.2 The annual meeting of the general membership of the corporation shall be held in the month of September at such place and on such day and hour as the Board of Directors may determine unless otherwise rescheduled by the Board of Directors.

2.3 Special meetings of the general membership for any purpose or purposes may be called pursuant to a resolution by the Board of Directors or shall be called by the President. Written notice of any annual or special meeting of the general membership shall be provided so that each member entitled to vote has ten (10) days prior notice of said meeting.

2.4 The general members present at the annual or any special meetings shall constitute a quorum. A majority of those present shall decide any issues or questions that may come before the meeting, except as otherwise stated in these Bylaws.

2.5 All voting at any meeting of the general membership must be in person.

2.6 The Board of Directors shall hold their organizational meeting immediately following the annual meeting of members.

**Article III: Board of Directors**

3.1 The Corporation shall be managed by a Board of Directors composed of no more than seventeen (17) and no less than nine (9) persons. No more than 1/3 of the board shall be members of the cast at any one time.

3.2 Each director shall have one (1) vote.

3.3 Directors shall be elected at the annual meeting by a majority of the voting membership and shall serve for the term of three (3) years.

3.4 One director position should be a one year position for a student member of the board. Student Board term runs through the Board meeting following summer production. Students at Port Angeles High School, Sequim High School or Peninsula College are eligible.

3.5 New members may be added to the Board of Directors any time the need arises. The method of bringing new members on to the Board is as follows: Prior to a board meeting and prior to inviting the prospective person to join, the Board shall be polled by the nominating member about the person

joining the board. If 2/3 majority of the full Board are in favor, the prospective member shall be invited to a meeting by the nominating person. At the beginning of the meeting, the prospective person shall be introduced to the Board. Ten minutes prior to the end of the meeting, the new prospective Board member shall be dismissed for the evening, and the board shall vote. A 2/3 majority of those in attendance are required for approval. The prospective member will be sent an invitation inviting them to join the board and inviting them to the next scheduled meeting. At the next board meeting, they will be given a board notebook and be welcomed as a Board member.

3.6 In the event the immediate past president is not reelected to the Board following his or her term as president, the board may invite him or her to attend board meetings for a period of one year as an ex-officio member. He or she shall not have a vote.

3.7 Maintaining membership - To be in good standing and to remain on the Board of Directors of the Association, a Director shall not miss two (2) consecutive board meetings without just cause. If two (2) consecutive meetings are missed, they may be notified by the President that their term of office is in jeopardy and will be terminated. If a Board member continues to be delinquent in attendance, the Board of Directors may remove and replace the member.

3.8 Resignation or Removal of a member of the Board of Directors.

A Director may resign by submitting his written resignation to the President. The Board may remove a director if that director becomes a hindrance to the operation of the Corporation.

The director must be notified of the proposed removal. A vote on the proposed removal shall be conducted at the first meeting of the Board following notification. Prior to the vote, the Director may present a statement to the Board regarding the situation. The Director in question must abstain from this vote. Should the director be absent from the meeting at which the vote is to be conducted, the vote shall still occur. Delays for extenuating circumstances may be granted as the Board sees fit. A 2/3 majority is required to remove a Director.

3.9 Meetings of the Board of Directors of this Corporation shall be held at least monthly and additional meetings may be held at the call of the President or other presiding officer and are open to all members of the corporation.

3.10 The order of business to be followed at any meeting shall be decided upon by the presiding officer, and Robert's Rules of Order shall govern the proceedings.

3.11 All voting at any meeting of the Board of Directors shall be in person.

3.12 A quorum shall consist of at least one-half of the number of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### **Article IV: Management**

4.1 The Board of Directors is responsible for the general management of the affairs and business of the Corporation, and shall exercise all the powers granted or which may be exercised or performed by the Corporation under the laws of the State of Washington, the Articles of Incorporation, and these By-Laws. The Directors shall act as a group in the formulation of overall plans, policies and programs for the guidance of the Corporation. The execution of the plans, policies and programs of the corporation may be delegated to a staff member; the production team, or committees.

4.2 The Directors may hire staff and may establish and make appointment to committees to care for specific details of the management, operation or conduct of the affairs of the Corporation.

#### **Article V: Officers**

5.1 The Executive Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors.

5.2. A nominating committee shall be formed at least 30 days prior to the general meeting. The

committee shall be chosen as follows. One (1) member by the President and two (2) by the Board. The Committee shall nominate at least one candidate for the offices of President, Vice-President, Secretary and Treasurer, who shall serve for one (1) year. Additional nominations may be made by the Board of Directors. These officers shall be elected at the first regular Board meeting following the general membership meeting. Executive Board vacancies occurring after the general election shall be filled from within the Board by majority vote.

5.3 Duties - The duties of the officers shall be as follows:

- The President shall preside at all meetings of the membership and the Board of Directors, and shall execute all necessary and proper instruments on behalf of the corporation, and shall have such other duties usually inherent in such office, and as may be assigned by the Directors. The President shall also serve as ex-officio member of all committees.

- The Vice President shall act for the President in his/her absence, shall be the chair of the membership committee and shall have such other duties as may be assigned by the President or Board of Directors. The Vice President shall also serve as President Elect.

- The Secretary shall keep all records of the Corporation, other than the financial record and shall have such other duties as may be assigned by the President or the Board of Directors.

- The Treasurer shall be responsible for the review and reporting of the financial statements of the Corporation to the Board of Directors and shall have such powers and perform such other duties as may be prescribed by the Board of Directors and the bylaws. The Treasurer shall be the chairperson of the Budget Committee.

5.4 Executive Committee

There shall be an Executive Committee, which shall consist of the President, Vice President, Secretary, Treasurer and Past President (if the position is occupied). The President shall act as Chairperson of the Executive Committee. The Executive Committee shall report to the Board of Directors and shall operate at all times to the authority of the Board of Directors. The Executive Committee shall adopt its own rules as to meetings, and other matters. A quorum shall be defined as three members of the committee. The Executive Committee shall report its actions to the Board, for approval, at the next regularly scheduled meeting.

## **Article VI: Production Team**

6.1 The Board of Directors shall function as the Producer who shall have the final authority on all artistic, budgetary and production activities. The Board shall select the Production Manager and the Director. The Board shall approve all members of the production team for each show.

6.2 A member of the Board of Directors may be a member of the Production Team, but will have no vote in regards to all matters pertaining to their Production position once rehearsals begin. Any such dual member may be required to leave a meeting for Board discussion.

6.3 The Production Manager shall be the liaison between the Production Team and the Board of Directors and shall attend all Production Team and Board meetings.

6.4 There shall be a written job description for each Production Team position. Production Team members shall sign a production contract for each production which outlines qualifications, responsibilities and possible honorariums.

6.5 The members of the executive committee shall not hold one of the major production team positions, or leading role in a show.

## **Article VII: Committees**

7.1 Committees will be formed as necessary and shall be chaired by a Board member who will make regular reports to the Board as necessitated.

7.2 Production committees shall submit a written post production report by the August board meeting which gives an overview of the committee's function and makes recommendations for the future.

7.3. Budget Committee - The Treasurer shall be Chairman of the Budget Committee. The Committee

shall prepare a proposed budget for the board to review in April, meet at least quarterly, and shall prepare and submit recommendations to the Board. The committee will also review other financial matters as requested by the Board.

### **Article VIII: Amendments**

8.1 These Bylaws shall be amended only by a majority vote of the Board of Directors in attendance at a regularly scheduled board meeting at which said amendment has been announced as an agenda item.

8.2 Written notice of any meeting, any part of which will be devoted to Bylaw amendment, must be provided to each board member at least seven (7) calendar days in advance of the scheduled meeting. Said notice shall be accompanied by a legible copy of the proposed amendment.

### **Article IX: Indemnification**

9.1 Any director, officer, or employee of the corporation who is made a party of or, is threatened to be made a party of, or is involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is, or was, a Director or officer of the Corporation or being or having been such a director or officer, he or she is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, trust, or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, or employee or agent in any other capacity, shall be indemnified and held harmless by the corporation the full extent permitted by applicable law as then in effect against all expense, liability and loss, including, without limitation, attorney's fees, judgments, fines, penalties and amounts to be paid in settlement actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators. No indemnification shall be provided under this article to any such person if the corporation is prohibited by the non-exclusive provisions of the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the corporation the expense incurred in defending any such proceeding in advance of its final disposition, provided however, that the payment of such expenses in advance of the final disposition of the proceeding shall be made to or on behalf of a director, or officer, employee, or agent only upon delivery to the corporation of an undertaking by or on behalf of such director, officer, employee, or agent to repay all amounts so advanced if it shall ultimately be determined that such director, officer, employee, or agent is not entitled to be indemnified under this article or otherwise.

9.2 The corporation shall maintain insurance, at its expense, to protect itself, and any director, officer, employee, or agent of the corporation against any expense, liability, or loss, including claims by the corporation against any such director, officer, employee, or agent, whether or not the corporation would have the power to indemnify such person against such expense liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest or use other means including, without limitation, a letter of credit to ensure the indemnification as provided herein.

Approved: April 22, 2010