

BY-LAWS OF THEATRE IN THE GROVE

PREAMBLE: The By-Laws herein dated June 30, 2002 supercede or cancel any previous By-Laws of this corporation. Theatre In The Grove is a non-profit corporation in accordance with the Nonprofit Corporation Act of the State of Oregon.

ARTICLE I: MEMBERSHIP

Section 1. Membership Defined: The membership of the organization shall consist of those charter members and such additional members who meet the required criteria. Charter members shall consist of all persons who participated in the first theatrical production of the organization, the 1970 production of South Pacific, including all actors, musicians, technicians and others who contributed time and talent to the production.

Section 2. Membership Requirements: The term of membership shall be for each year commencing on July 1st and concluding on the next June 30th. The following requirements must be met: 1) the payment or donation of \$20.00 (twenty) dollars or more for each year of membership; or 2) 10 (ten) hours of service to the Corporation in the current season. Service shall include, but not be limited to, becoming a member of the cast of any production during the year, working on stage crew, makeup, publicity and promotion, cleanup, properties and building renovation.

Section 3. Membership Voting: Each member in good standing shall have the right and privilege of exercising one vote on any question presented at either a special meeting or regular meeting of the membership.

Section 4. Loss of Membership: Membership in the organization may be terminated by the following:

- a) Voluntary withdrawal of the member by notification to the Board of Directors.
- b) Failure to meet the minimum requirements as set forth in ARTICLE I, Section 2 of these By-Laws.
- c) Consistent failure to comply with the regulations of the corporation.

Any loss of membership, either voluntary or involuntary, may be brought before the Board of Directors allowing each party concerned to be fully heard for action taken. Termination of membership shall automatically and immediately remove such person from membership of the cast, crew or orchestra of any project then in production. No portion of any annual dues prepaid by the member is refundable to the member in the event of voluntary or involuntary withdrawal from the organization.

ARTICLE II: OFFICES

Section 1. Offices: The Corporation shall have such offices as the Board of Directors may designate or as the business of the corporation may require.

Section 2. Registered Offices: The registered office of the corporation required by the State of Oregon Nonprofit Corporation Law will be maintained in the State of Oregon. The address of the registered office may be changed by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the Corporation shall be managed and controlled by its Board of Directors.

Section 2. Qualifications: Members of the Board shall be residents of the State of Oregon and members of the Corporation in good standing.

Section 3. Election: The Board shall consist of up to twelve persons, nine elected by the membership for a term of three years each expiring in staggered succession as provided in ARTICLE I of the By-Laws. Up to three appointed persons representing the community at large may be appointed by the Board to serve on the Board of Directors for a one (1) year term.

Section 4. Salaries: Members serving on the Board of Directors shall serve without salary.

Section 4. Vacancies: Any vacancy in the Board of Directors shall be filled by appointment by the Board of Directors. The appointed officer will finish out the unexpired term.

Section 6. Committees: The Board may designate and appoint committees for specific purpose and duration.

Section 7. Forfeit of Position: Board members are subject to forfeiture of position on the Board of Directors if they fail to attend two (2) consecutive board meetings without justification. They may be terminated by a majority vote of the Board of Directors.

ARTICLE IV: OFFICERS

Section 1. Officers: The officers of the Corporation filled by members of the Board of Directors shall be Chairman of the Board, Business Manager, Secretary, Treasurer, Building Manager, Technical Manager, Production Manager, Publicity Manager and Volunteer/Education Coordinator. The Board of Directors will determine the specific assignment of offices to the board members.

Section 2. Chairman of the Board: The Chairman of the Board shall be the chief executive officer of the Corporation and shall preside at all meetings of the membership and of the Board of Directors. The Chairman of the Board should subscribe to all acts of the Corporation or documents requiring execution for and on behalf of the Corporation in his/her capacity as such. The Chairman of the Board does not vote at meetings of the Board of Directors except in the event of a tie vote.

Section 3. Business Manager: The Business Manager shall, in the absence of the Chairman of the Board, preside at all meetings of the membership of Board of Directors.

Section 4. Secretary: The Secretary shall be the chief recording officer of the Corporation and shall faithfully and diligently record all actions of the membership or Board of Directors during Board, annual and special meetings and shall keep and maintain books of such minutes and be prepared to report upon the activities of the Corporation at any time.

Section 5. Treasurer: The Treasurer shall be the chief fiscal officer of the Corporation and shall be responsible for all funds held for and on behalf of, and in the name of the corporation, and shall provide for the deposit of all funds in the appropriate depository acquired by the Board of Directors. All instruments, checks and withdrawals or other activities involving such accounts and funds of the organization shall be recorded, and the Treasurer shall render reports of the condition of the Corporation to the Board of Directors or the membership when called upon to do so.

Section 6. Building Manager: the Building Manager shall be responsible for all maintenance, repairs and upgrades of the physical properties owned or rented by the organization.

Section 7. Technical Manager: the Technical Manager is responsible for the maintenance and expansion of all technical equipment for the Theatre including lighting instruments, sound equipment, set pieces, props and costumes.

Section 8. Production Manager: The Production Manager is responsible for all correspondence with licensing agencies including obtaining contracts and managing rental materials. The Production manager also ensures that a production coordinator is available for each production to act as liaison between the director and the Board.

Section 9. Publicity Manager: The Publicity Manager shall coordinate and execute all publicity and promotion for TITG and its productions.

Section 10. Volunteer/Education Coordinator: The Volunteer/Education Coordinator shall be responsible for coordinating volunteer services for production needs. The Volunteer/Education Coordinator shall also be responsible for providing educational material for the Children's production.

ARTICLE V. MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the organization shall be held between the dates of May 1 and June 30 of each year at a time and place to be determined by the Board of Directors. The purpose of the Annual Meeting shall be for the election of members of the Board of Directors for the ensuing year. Not less than three members of the Board of Directors shall be elected to replace those whose terms expire.

Section 2. Special Meetings of the Membership. Special meetings of the membership may be held upon the call of the Chairman of the Board. Notice of the meeting, including time, date and location, will be given by the Secretary or through the Corporation newsletter to each member in good standing not less than 10 days prior to the meeting date.

Section 3. Board Meetings: The Board of Directors shall meet not less than once each month to transact such business as shall be required. Additional meetings may be held as required.

ARTICLE VI. MISCELLANEOUS

Section 1. Amendments: These By-Laws may be altered, amended, or repealed by majority vote of the Board of Directors at any meeting called for such purpose. All the general membership will be notified thirty (30) days before the vote is to be made.

Section 2. Communications: No member of the Board of Directors or general membership shall make public statements on behalf of the Board without prior approval from the Board of Directors.

Section 3. Effect of Dissolution: No property, funds or other property interests shall inure to the benefit of any individual officers, directors or members of this organization upon dissolution of this organization. Should any surplus exist at the time of dissolution, after all liabilities have been paid or provided for, such surplus shall be distributed to the Tom Miles Theatre of Pacific University of Forest Grove, Oregon for theatrical purposes. It is the intent of this provision that no individual of this corporation shall individually benefit in any way or manner by the accumulation of profits or surplus of any sort in the performance of the activities for which this organization is formed, in compliance with the Nonprofit Corporation Act of the State of Oregon.