

BYLAWS

FOR

PORTHOLE PLAYERS, LTD.

(A nonprofit corporation)

ARTICLE ONE

PURPOSE

SECTION 1: This corporation shall be organized and operated exclusively for charitable, literary, and educational purposes. Subject to any limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

SECTION 2: This corporation's primary purpose shall be to encourage, foster and promote the dramatic arts in Lincoln County, Oregon, by producing and staging dramatic works, comedies and musicals; by ensuring that people of all ages have opportunities to explore acting and stagecraft by being a part of such productions; and by providing acting and musical theater workshops and educational opportunities to all the residents of our region.

## ARTICLE TWO

### MEMBERS

SECTION 1:           **Classes and Voting.** There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation. In the event that the Board of Directors has established a “family membership,” each family shall have two votes.

SECTION 2:           **Qualifications.** A person shall become a member of the corporation by presenting to the Secretary (or to any officer, director, or designee, who shall forward it to the Secretary as soon as practicable) an application for membership in such form as is prescribed by the Board of Directors, together with the required payment of dues as prescribed by the Board of Directors.

SECTION 3:           **Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

SECTION 4:           **Annual Meeting.** The annual meeting of the members shall be held in June of 2006. Thereafter it will be held in January of each year, on a date

selected by the Board of Directors (whose primary concern in selecting a date shall be to enable participation by as many members as possible).

SECTION 5:           **Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting members of the corporation by a demand signed, dated and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

SECTION 6:           **Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and purposes of the meeting.

SECTION 7:           **Quorum and Voting.** Those votes represented at a meeting of members shall constitute a quorum. A majority affirmative vote of the members voting is the act of the members, unless these bylaws or the law provide differently. There shall be no voting by proxy.

SECTION 8:           **Action by Consent.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

## ARTICLE THREE

### DIRECTORS

SECTION 1: The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such power of the corporation and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the members.

The Board of Directors may promulgate policies and procedures governing the business and affairs of the corporation, including but not limited to rules and procedures governing productions undertaken by the corporation.

SECTION 2: The number of directors of the corporation shall be twelve (12), including one youth member (see Section 9, below) until and unless these Bylaws shall be amended. Directors (other than the youth member, as described below in Section 9) whose terms expire as of the date of the annual meeting shall be elected at the annual meeting by a majority vote of the members, and each director shall be elected to serve for a term of three years, and until his successor shall have been elected. The Board of Directors shall adopt reasonable procedures for managing the election of directors, which may include preparing a slate of persons interested in being elected to the Board. In any event, nominations for directors must be accepted from the floor at the annual meeting. Following the election of directors at the annual meeting,

the newly elected directors shall be seated and shall proceed to take part in the annual meeting.

SECTION 3: Whenever any vacancy shall occur in the Board of Directors by death, resignation, disqualification, or from any other cause, the vacancy shall be filled by a majority vote of the remaining directors. The director appointed by the remaining directors to fill the vacancy shall serve until the next annual meeting of members or a special meeting called for the purpose of electing a director to fill the vacancy. The director shall be elected at such special meeting by the same majority and in the same manner as provided for in the annual election of directors. The director elected by the members at the annual or special members meeting to fill the vacancy shall hold office for the unexpired term of the director whom he succeeds, and until his successor shall have been elected and shall have qualified.

SECTION 4: The terms of directors shall be staggered so that four positions shall be up for election at each annual meeting. In the event this rotation shall be interrupted for any reason, the Board of Directors shall adopt any reasonable plan to restore the rotation.

SECTION 5: Meetings of the Board of Directors, regular or special, may be held either within or without the State of Oregon.

SECTION 6: Regular meetings of the Board may be held upon such notice, or without notice, and at such times and places which shall from time to time be

determined by the Board.

SECTION 7: Except as provided elsewhere in these bylaws, special meetings of the Board may be called by the president on one day's notice to each director, either personally or by mail or by email (with verification by the sender of receipt by the addressee); special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

SECTION 8: A majority of the total number of directors shall constitute a quorum for the transaction of business. 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.

SECTION 9: **Youth Member.** To the extent that qualified members are available and interested in serving, one position on the Board of Directors shall be reserved for a Youth Member, who shall be a member of the organization between the ages of 13 and 18 years of age, or a student between the ages of 13 and 21 years of age. A Youth Member shall be elected to serve for a term of one year. The Youth Member of the Board shall have a vote on all matters, and shall have all powers of a director of the corporation, to the fullest extent allowable under Oregon law. A Youth Member under the age of 21 years may not execute any legal document for the corporation. The vote of a Youth Member under the age of 21 years may not be the deciding vote on any matter which will or may result in the corporation incurring any legal obligation or liability.

SECTION 10: Any director who is not present at three consecutive regular meetings of the Board of Directors shall be deemed to have resigned, and a successor shall be chosen as set forth above. The Board of Directors must excuse an absence.

SECTION 11: No director of the corporation shall receive compensation for serving as a director. A director may be reimbursed for expenses advanced on behalf of the corporation, and is not prohibited from receiving compensation for other services provided to the corporation which would otherwise be compensable.

#### ARTICLE FOUR

##### NOTICES AND INFORMAL ACTION BY DIRECTORS

SECTION 1: Whenever, under the provisions of the Oregon Business Corporation Act or the Articles of Incorporation or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director, at his address as it appears on the articles of incorporation or similar records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

SECTION 2: Whenever any notice whatever is required to be given to any director under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such

notice.

SECTION 3: Any action required by the Oregon Business Corporation Act or the Articles of Incorporation or Bylaws to be taken at a meeting of directors or any other action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, be signed by all of the directors entitled to vote, with respect to the subject matter thereof. The consent may be circulated by the President or a designee by email, and each director may indicate consent by replying to the email indicating affirmation (with enough of the text of the consent copied in the reply as to make clear what is affirmed). The President (or designee) shall print copies of the replies, and copies of the replies of each director then serving indicating assent to the action shall, taken together, constitute consent in writing as set forth above. If a consent is circulated by email, the President shall read the consent into the minutes at the next following regular meeting.

SECTION 4: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, or the purpose of, any meeting of the Board of Directors.

## ARTICLE FIVE

### OFFICERS

SECTION 1: The principal officers of the corporation shall consist of a

president, a vice president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors at its annual meeting. The corporation may also have, at the discretion of the Board of Directors, one or more additional vice-presidents. Any two or more offices may be held by the same person except the office of the president and vice president, and the office of president and secretary. Officers may be, but are not required to be, directors of the corporation. An officer who is not a director shall not vote on matters before the Board or otherwise take part in Board deliberations, except to provide such information as is requested by the Board.

SECTION 2: The Board may elect or appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have authority and perform such duties as shall be determined by the Board.

SECTION 3: The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any of the officers becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

SECTION 4: No officer of the corporation shall receive compensation for

serving as an officer. An officer may be reimbursed for expenses advanced on behalf of the corporation, and is not prohibited from receiving compensation for other services provided to the corporation which would otherwise be compensable.

### PRESIDENT

SECTION 5: The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and directors; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.

The president shall execute all contracts for the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

The president shall annually convene an *ad hoc* committee to perform an audit of the corporation's financial records and affairs of the immediately preceding year. Unless otherwise specifically demanded, this audit does not have to be a formal review by an accounting professional.

### VICE PRESIDENT

SECTION 6: The vice president shall be the assistant to the president of the corporation; and in the president's absence or incapacity, he or she shall preside at all meetings of the members and directors and may assume general and active

management of the business of the corporation and shall generally have all authority which the president would have in any situation.

The vice president shall serve as primary contact and public relations person for the corporation.

### SECRETARY

SECTION 7: The secretary shall attend all sessions of the Board and all meetings of the members and record the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he or she shall be.

The secretary shall maintain the corporation's membership records.

### TREASURER

SECTION 8: The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. With the consent of the Board of Directors and approval of any cost to be incurred, the basic bookkeeping functions may be delegated

by the treasurer to an individual with specific knowledge and skills in bookkeeping, including a professional hired for the purpose.

SECTION 9: He or she shall disburse the funds of the corporation when proper to do so, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the corporation.

SECTION 10: If required by the Board of Directors, he or she shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the corporation in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

## ARTICLE SEVEN

### COMMITTEES

SECTION 1: The corporation shall have such committees, standing and *ad hoc*, as are designated by the Board of Directors. Members of committees may include directors, members of the corporation, and volunteers who are not directors or members (subject to the availability of insurance coverage for non-members, if

appropriate).

SECTION 2: For each theatrical production undertaken by the corporation, the production team (consisting of not less than a director, as that term is used in the theatrical sense, and a producer) shall comprise a committee of the corporation, subject to the oversight and control of the Board of Directors. At least one member of the production team shall be a member of the Board of Directors, who shall report to the Board each month during planning, rehearsal and production of the show, and act as liaison to the production team, crew and actors, communicating the decisions of the Board with respect to compliance with Porthole policies.

SECTION 3: The Board of Directors shall create, and from time to time update as appropriate, policies for budgeting and managing theatrical productions. The purpose of such policies is to ensure the continuing high quality of Porthole productions for the viewing audience, as well as for the education, growth and personal enrichment of those who take part in the shows.

#### ARTICLE EIGHT

SECTION 1: All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

#### ARTICLE NINE

SECTION 1: The articles of incorporation or bylaws may be altered, amended, restated, or repealed by the affirmative vote of a majority of the directors present at any duly called special meeting of the board of directors. The secretary shall cause notice of any meeting at which amendment or restatement of the articles or bylaws is to be considered not less than two days prior to such meeting.

## ARTICLE TEN

### INDEMNIFICATION

SECTION 1: This corporation shall indemnify any officer, director, or agent of this corporation to the fullest extent allowed by Oregon law.

DATED: December 5, 2005.

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SECRETARY

As amended April 13, 2009

As amended October 11, 2010