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ARTICLE I- OFFICES

The principal office of the corporation shall be The Richland Players theater, 608 The Parkway, Richland, WA 99352. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II- MEMBER QUALIFICATIONS:

Membership in The Richland Players is open to any individual upon payment of dues as set by the Board.

2.1 MEMBERSHIP MEETINGS:

The annual meeting of the members shall be held in June, July, or August for the purpose of electing Directors and transacting other such business as may come before the meeting. If the election of Directors is not held on the day designated for the annual meeting of the members, or at any adjournment thereof, the elections shall be held at a special meeting of the members called as soon thereafter as practical. All meetings of the membership shall be held at The Richland Players Theater or at such other public place as may be designated in the notice, or held virtually.

2.2 SPECIAL MEETINGS:

The President, or the Directors by resolution at a meeting at which a quorum is present, may call a special meeting of the members for any purpose. At the written request of ten (10) or more of the members in good standing, the President shall call a special meeting of the members.

2.3 NOTICE OF MEETING:

The President, or the Board, when calling an annual or special meeting of the members, shall cause to be delivered to each member entitled to vote at the meeting, either personally, by mail, or by email notice, not less than ten (10) nor more than fifty (50) days before the meeting, a written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called. This notice of a membership meeting shall also be posted on social media and the Richland Players website (www.Richlandplayers.org).

2.4 QUORUM:

Fifteen (15) members present at a membership meeting and entitled to vote shall constitute a quorum for the transaction of business.

2.5 PROXIES:

No member may authorize another person by proxy to exercise any privilege of membership. No officer or director may by proxy authorize any other person to exercise any function of his or her office.

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ARTICLE III- BOARD OF DIRECTORS GENERAL POWERS:

The business and affairs of the corporation shall be managed by the Board of Directors.

3.1 NUMBER, TENURE, AND QUALIFICATIONS:

The Board shall be composed of no more than twelve (12) directors: All directors must be over 21 years of age and must be members of the corporation so long as they remain in office. All directors shall hold office for three (3) -year terms. No individual shall be a director for more than eight (8) consecutive years, or two (2) terms, whichever is greater. No individual shall hold the office of President for consecutive two (2) -year terms. A Director may extend their term by one (1) year during the Director's last year of that term. The Director's one (1) year extension must be approved by the Board of Directors.

3.2 ELECTION OF OFFICERS:

Immediately following the annual meeting in the first quarter, the directors shall elect the Officers of the Board. The Officers shall be President, Vice President of Personnel, Vice President of Operations, Treasurer and Secretary. The officers shall make up the "Executive Officers" of the Board of Directors. The President is elected for a two (2) -year term. All other Officers are elected for one (1) -year terms annually after the General Membership Meeting.

3.3 REGULAR MEETINGS:

A regular Board meeting shall be held without notice immediately after and at the same place as the annual meeting of members. By resolution, the Board shall hold a regular meeting in each calendar month, at a place, date, and time to be determined by the Board. Meetings shall be open to all interested parties. The Board may meet in closed sessions for special meetings as and when deemed appropriate by the Board. The Executive Officers may meet in closed sessions at their discretion.

3.4 SPECIAL MEETINGS:

Special Board meetings may be called at the request of the President or by a majority of Directors. The person or persons authorized to call special meetings may fix any place within a twenty-five (25) mile radius of The Richland Players Theater, as the place for holding any special Board meeting called by them.

3.5 NOTICE:

A good-faith effort to notify each Board member of each special Board meeting shall be made prior to the meeting. The 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 because the meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of notice of such meeting.

3.6 EMAIL VOTING:

Voting by email on matters concerning the Board members is permitted. The process of email voting shall be listed in the Operations Manual and updated as needed.

3.7 QUORUM:

A simple majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting. If less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without

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further notice.

3.8 MANNER OF ACTING:

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the corporation. Robert's Rules of Order, Revised, shall govern this organization, except insofar as they may be inconsistent with these bylaws.

3.9 VACANCIES:

In the event a vacancy occurs in the office of President, the Board will elect the new President as soon as possible. He/ She shall assume the role of President for the remainder of the former President's term. If other Officers need to be replaced, the positions will be voted on by the Board. The term limit of the person who is taking over for the President shall be suspended if necessary. The Board shall fill any vacancies, other than as described above, by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected only for the unexpired term of his/her predecessor.

3.10 REMOVAL FROM OFFICE:

At a meeting of the Directors called expressly for that purpose, one or more of the Directors of the Board may be removed, with or without cause, by a vote of Directors. A Director may be removed by written resolution adopted by two-thirds majority of the Directors present at a meeting called pursuant to notice. No Director may be removed from office unless the notice of the meeting expressly states the name of the Director whose removal will be sought at such meeting.

3.11 PRESUMPTION OF ASSENT:

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he or she forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.12 ACTION BY DIRECTORS WITHOUT A MEETING:

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.13 COMMITTEES:

The Board may, by written resolution, delegate authority to act for the corporation to committees appointed by the Board in accordance with this provision. The resolution appointing a committee shall state the committee's responsibility, authority, and tenure. Each Director, with the exception of the President, shall participate in at least two (2) committees. That Director will chair the committee if no volunteer comes forward. Each quarter, the Chairs of those committees will contact via e-mail thread the President, Secretary, and Vice President of Personnel of the Board to give a status of their committee activities. The corporation is bound by an act of a committee if the act is within the authority granted to the committee in the resolution and if all the Directors

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serving on the committee consent to such act. The Board may appoint such other committees, as it shall see fit, but such committees shall have no authority to act for or bind the corporation unless appointed and composed as provided in this article and section.

3.14 VIDEO ACCESS TO MEETINGS:

Board members may remote in to a meeting of the Board via a video calling system and shall be considered present and part of the quorum for the meeting.

ARTICLE IV- OFFICERS

4.1 NUMBER:

The officers of the corporation shall be a President, Vice President of Personnel, Vice President of Operations, Treasurer, and Secretary. These positions shall be filled as described in the bylaws under election and term of office. No individual shall hold more than one office at a time.

4.2 ELECTIONS AND TERMS OF OFFICE:

The Directors shall be elected by the membership at the annual meeting for a period of three years. The vacant Officer positions shall be elected each year immediately following the annual meeting by the Board of Directors. All Officer positions are one-year terms with no term limits, except for the position of President as described below. No person shall remain on the board for more than eight (8) consecutive years as described above.

4.3 VACANCIES:

For further clarification please see ARTICLE III - BOARD OF DIRECTORS GENERAL POWERS: VACANCIES, page four (4).

4.4 PRESIDENT:

The President shall be the principal officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. When present, he or she shall preside over all membership meetings and over all Board meetings. With the Secretary or other officer of the corporation authorized by the Board, they may sign deeds, mortgages, bonds, contracts, and other instruments that the board has authorized to be the executed, except when the signing and execution thereof has been expressly delegated by the Board by these bylaws to some other officer or agent of the corporation, or is required by law to be otherwise signed or executed by some other officer or in some other manner. The President will perform other duties as deemed appropriate by the Board of Directors and as stated in the Operations Manual. The President shall hold office from the day they are elected immediately following the annual meeting, until the closing of the annual meeting two (2) years later. No individual shall hold the office of President for consecutive two year (2) terms. A President will serve as the Board Nomination Committee Chair. If a President has served for two (2) years, and still has a year left on his/her directors' term, then they will be considered a "President Emeritus" and serve in an advisory capacity to the newly elected President, in addition to returning to their Director At-Large duties. If a President is on their final year of their term, then that President can remain on the board in a non-voting, advisory capacity to the newly elected President, Executive Board of Officers, and Board of

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Directors for no more than one (1) additional year.

4.5 VICE PRESIDENT OF PERSONNEL:

The Vice President of Personnel manages the day-to-day supervisory duties of the staff and contractors. Is in charge of Committee management and Volunteer retention; checks in with all Chairpersons on a regular basis; and assumes all of the President's duties in the President's absence in accordance with the bylaws. The Vice President of Personnel position does not automatically become the President upon expiration of the President's term or if the President steps down during his/her term. The Vice President of Personnel will perform other duties as deemed appropriate by the Board of Directors and as stated in the Operations Manual.

4.6 VICE PRESIDENT OF OPERATIONS:

The Vice President of Operations oversees all operational activities of the Corporation, including day-to-day functions and those related to active productions, other than those directly related to the management of personnel. Oversees maintenance of facilities, including use of facilities by organizations and individuals outside the Corporation. Maintains and updates the Operations Manual. The Vice President of Operations position does not automatically become the President upon expiration of the President's term or if the President steps down during his/her term. The Vice President of Operations will perform other duties as deemed appropriate by the Board of Directors and as stated in the Operations Manual.

4.7 SECRETARY:

The Secretary shall keep minutes of the membership and Board meetings in one or more books provided for that purpose and electronically. The Secretary will perform other duties as deemed appropriate by the Board of Directors and as stated in the Operations Manual.

4.8 TREASURER:

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. The Treasurer will perform other duties as deemed appropriate by the Board of Directors and as stated in the Operations Manual. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE V- CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 CONTRACTS:

The Board may authorize any officer or officers, agent or agents, to enter into any contract or executive and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

5.2 LOANS:

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

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Such authority may be general or confined to specific instances.

5.3 LOANS TO OFFICERS AND DIRECTORS:

No loans of money shall be made by the corporation to any person.

5.4 CHECKS, DRAFTS, ETC:

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be authorized in such manner as is from time to time determined by resolution of the Board.

5.5 DEPOSITS:

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select. The assets of the corporation shall be invested only in accounts or securities authorized by the Washington Committee Trust Fund Act (RCW 11.102).

ARTICLE VI- FISCAL YEAR

The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE VII-WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of the bylaws or under the provisions of the Articles of Incorporation, 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.

ARTICLE VIII- AMENDMENTS

The bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds majority of the quorum present at any meeting of the membership. Amendments shall be submitted to the Board by any member of the organization at least ten (10) days prior to the membership meeting at which such amendments are to be considered.

**AMENDED and ADOPTED BY THE GENERAL MEMBERSHIP
this 21st day of March 2026.**

PRESIDENT

Andy Straub-Walden

SECRETARY

Joe Francik