

Woodland Productions Bylaws

Article I. Name

Section 1. The name of this organization shall be WOODLAND PRODUCTIONS, INC.
This is a tax exempt 501(3)(c) not-for-profit organization.

Article II. Purpose

Section 1. The mission of Woodland Productions is to enable and present high quality performances in the musical and theatre arts; provide cultural enrichment, educational experiences and performance opportunities for all ages; and preserve and enhance the historic Woodland Theatre.

Article III. Organization

Section 1. Woodland Productions will serve as the umbrella organization for a number of separate, but interested subgroups for the performing arts, including Instrumentals, Chorus, Children's Productions and Drama, but not excluding any additional groups.

Section 2. The formation of any additional groups will be approved by the Board of Directors, also referred to as the Board, and will result in the addition of a new member to the Board for each new subgroup.

Section 3. The organization will provide each subgroup with facilities, material, advertising, equipment, and educational enrichment opportunities to the fullest extent of its abilities.

Section 4. Woodland Productions does not discriminate against individuals on the basis of race, creed, color, gender, gender identity, sexual orientation, religion, national origin, familial status, age, citizenship status, veteran status or the presence of any disability in the administration of its policies, employment, volunteers, programs, or activities.

Section 5. If at any time the organization disbands, all assets will be dispersed according to state and federal guidelines.

Article IV. Membership

Section 1. An active member is defined as anyone 18 years or older who has participated in any Woodland Productions effort during the past five years ending June 1st. In addition an active member is any person who has made a donation of \$35 or more during any two of the last five years. Only active members may vote at the annual general membership meeting. A quorum at the Annual Meeting is defined as those members present. Members will be notified by email of the Annual meeting date, agenda, any proposed Bylaw revisions and election ballot in the month prior to the meeting as well as the regular date and time of all Board meetings.

Section 2. Anyone is welcome to join Woodland Productions. For any of the subgroups performances, an audition may be required. Unless it is important to the production, factors such as age, race, gender or physical capability are not considered when making decisions.

Section 3. Annual General membership meetings will deal primarily with election of officers, voting on Bylaw revisions, program reports provided by Board members and giving input on upcoming programs of the organization. Final decisions on specific programs will rest with the Board, which retains final approval of any and all programming.

Article V. Executive Committee and Board of Directors

Section 1. The following positions make up the Executive Committee of the Board: President, Vice President, Secretary, and Treasurer. The remaining Board consists of: Publicity Chairperson, Instrumental Chairperson, Choral Chairperson, Drama Chairperson, Children's Productions Chairperson, Grants/Funding Chairperson, Facilities Chairperson, and Inventory Manager. The Chairpersons of the subgroups, Instrumental, Choral, Drama, Children's Productions, and Inventory, may appoint an Alternate approved by the Board, who will serve on the Board with them for one year. Each of these subgroups shall have one vote.

Section 2. The Secretary, Publicity Chairperson, and Facilities Chairperson will be elected in the even-numbered years and serve a two-year term.

Section 3. The Treasurer and Grants/Funding Chairperson will be elected to a two-year term on the odd-numbered years. The Vice-President will be elected every year to a two-year term, serving one year as Vice-President and serving the second as President.

Section 4. The Chairperson of each active subgroup will be a voting member of the Board. Such Chairpersons will be elected by the general membership to a term of one year. In the absence of the Chairperson, the Alternate may cast the subgroup's vote.

Section 5. Any Board member unable to attend a board meeting should notify the Board and may send a report to the meeting.

Section 6. The Secretary will notify Board members who miss two (2) consecutive board meetings that failure to attend the next board meeting or comply with Section 5 will result in their removal as a Board member.

Section 7. The Executive Committee of the Board is established and is comprised of the Board President, Vice- President, Secretary and Treasurer. The role of this committee is to organize the agenda for meetings and address any problem that comes up between meetings that cannot wait for a decision until the next regularly scheduled monthly board meeting. If the problem cannot wait for a decision until the next board meeting, the Executive Committee will consider whether to use the following options to involve the board: call an emergency meeting, use conference calling or Zoom to meet, or use email, phone or mail voting. Any action taken by the Executive Committee shall be placed on the agenda for discussion and review at the next monthly Board meeting.

Article VI. Board of Directors: Responsibilities and Voting

Section 1. The Board will be comprised of Twelve voting members defined as the officers in Article V.

Section 2. Decisions about Woodland Productions programming and policy will be the responsibility of the Board, which will meet at least every two months. Board meetings will be open to all members of the organization, but only the members of the Board are entitled to vote. All interested members are encouraged to express concerns and provide input through this channel.

Section 3. Voting: A quorum of members of the Board must be present to conduct the official business of Woodland Productions. A "quorum" is herein defined as a simple majority of current elected board members. All motions made at such meetings must be passed by a simple majority approval in a vote of those board members present.

A Board member may vote in person, by mail, by email or by phone. Mail, email and phone voting decisions are made through authorization of the Executive Committee per Article V, Section 7 above and would be only for a special circumstance. Mail and email voting shall include the text of the proposal to be voted on, a stated deadline for voting, and a way to designate support, opposition or

abstention to the proposal. These documents will be returned to the Secretary by board members. In the case of a phone vote, the Secretary will document the phone communication and vote. The Secretary will confirm whether the proposal has passed or failed to all board members. All individual votes will be filed with the minutes. The Board will revisit and ratify any action by email/ mail/ phone at the next board meeting.

Section 4. The Board will make the final decisions on selection of programming and materials for these programs and on expending funds. Expenses for programs and productions are limited to available funds and require Board approval of budgets for all programs and productions. Any member of the Board or general member working for the Woodland Productions organization may be held personally, financially responsible for expenditures not approved by the Board.

Section 5. Those authorized to sign checks will be the Treasurer, and their designees from the Board or Board Committees.

Section 6. A newsletter will be sent to those on the updated general membership list at least three times a year. The responsibility for updating the list will lie with the Chairperson of each active subgroup or his designee and the Publicity Chairperson.

Section 7. If a position becomes open on the Board for any reason, including not enough candidates for election, the Board is empowered to fill that position. It is further empowered to terminate the term of office of any officer for just cause. The filled position will go up for "special" election at the next membership meeting, (even if it would normally be held for a longer term,) with the normal election schedule, of the position, continuing afterward. If the appointment results in a board member holding multiple voting positions, the vote will be from the member, not the positions and only one vote will be counted.

Section 8. Standards of Conduct: The required standards stated in RCW 24.03A.495 are incorporated herein as if fully stated. These Standards of Conduct include but are not limited to the following.

1. When discharging their duties, each Board member shall act:

(a) In good faith;

(b) With the care an ordinarily prudent person would use under similar circumstances; and

(c) In a manner the Board member reasonably believes to be in the best interests of the nonprofit corporation.

(2) In performing board or committee duties, the Board member shall disclose to the other board or committee members all information known to them that is material to the decision or oversight being considered.

(3) In discharging their duties, a Board member may rely on information, opinions, reports, prepared or presented by officers, employees, committees or volunteers, if the Board member reasonably believes the information to be reliable and competent.

Article VII. Board of Directors: Job Descriptions

Section 1. The President will call meetings, preside over general and Board meetings, appoint committees, set deadlines for completion of committee work, appoint necessary executive assistants, and provide agenda for meetings. Following elections, at the July Board meeting, the President will recommend two Board members to provide supervision of the Theatre Manager and the Facilities Manager and obtain Board approval of these recommendations.

Section 2. The Vice President will take over for the President when necessary and shall actively participate in organizational activities.

Section 3. The Secretary will keep minutes, distribute Bylaws to new Board members at the beginning of their term, and at the request of the President, notify Board members of upcoming meetings by e-mail or phone at least 3 days, but no more than 7 days prior to the meeting. The Secretary shall provide the minutes to the board for review prior to approval. The secretary shall submit the approved minutes to the website manager for publication under the Board tab. Secretary shall notify Board members who have missed two (2) consecutive board meetings, without valid cause, that failure to attend the next board meeting may result in their removal as a Board member.

Section 4. The Treasurer will pay bills, keep books, provide change for gate, make deposits, prepare an annual financial statement, and prepare and submit information to the accountant for annual tax return.

Section 5. The Publicity Chairperson will be responsible to edit, assemble and mail the newsletter three or four times per year; maintain email and mailing list of members and send needed notices during the year for productions, programs or events; maintain the organization's social media sites, including Facebook and the website; write and deliver copy for ads, radio interviews and news articles unrelated to specific productions; maintain yearly show statistics of ticket sales and dates of programs, productions and events; and maintain volunteer lists with contact information and work preferences. All communication via newsletter, email, and social media should be reviewed by one or more executive board members prior to publication.

Section 6. The Chairperson of each subgroup or their Alternate is responsible for overseeing specific details related to each production of their subgroup; must submit an annual or specific production budget to the Board for approval; and must maintain a list with contact information for all subgroup

members. In joint productions, Chairpersons of all involved groups will coordinate in the decision-making process.

Section 7. The Grants/Funding Chairperson will write grants for specific projects and capital needs, and oversee and provide technical assistance to any Woodland member who wishes to write for grant funding, following Board approval for the purpose of the grant. A committee may be formed to provide additional guidance for the grant. All grants received must be monitored by those writing the grant. Funding methods will be discussed and may involve all Board members.

Section 8. The Facilities Chairperson will report monthly to the Board on all facilities issues, both maintenance and grant related. The Chair will gather information and input on prospective facility upgrades and changes and make recommendations to the Board for discussion and final decision. The Chair will work closely with and provide supervision to the Facilities Manager.

Section 9. Inventory Manager. The Inventory Manager would be in charge of inventory for costumes, sets, props, scripts, and music. The Inventory Manager is to organize the wide variety of resources into some kind of database, with assistance from the various department chairs. Resources should be cataloged so directors of each show or event can access when planning productions.

Section 10. Any elected person may delegate any or all of their responsibilities for a specific project or production only. At the completion of such a project or production, all duties and privileges shall return to the elected officer.

Section 11. The Board must approve any changes or exceptions to the Woodland Production Policies and Procedures.

Section 12. The Operational Manager will manage and oversee day-to-day operations of Woodland Theater to ensure that efficiency and safety standards are being maintained, events run smoothly and that the Theatre is an active member of the local community. Roles and Responsibilities:

- Maintain an institution wide master calendar mailed to all Board members.
- Maintain communications with board members and production staff of ongoing events, attending all Board meetings.
- Oversee the booking of the theatre, contract negotiations and fulfillment for rentals, visiting artists and guest lecturers. Oversee productions and events to make sure the theatre integrity is maintained.
- Recruit and train General and Technical Supervisors required by rentals, or act as said Supervisor.
- Oversee ticket sales for all Woodland events, coordinating with ticket managers of each show.
- Serve as contact person for business dealings with the theatre I.e. renters or others needing access to the theatre for official purposes.

- Maintain or guide the archiving of all production information for Board, grant and historical purposes.
- Manage all keys and access to the theatre
- Act as liaison to governmental entities as directed by the Board. Act as a Woodland representative for other community organizations i.e. KF downtown association, Rotary etc. and attend needed meetings. Engage in public presentations personally, or recruit Board members to do so, as needed.
- Mentor the new staff for shows; train them in proper use of theatre equipment; and review pertinent Woodland policies with them.
- General office work.
- Maintain and update calendar for public (shows - auditions, performance dates and times, how to purchase tickets; annual meeting and board meetings; other events with dates and times if open to the public)
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Terms of Employment: This was approved as a salaried position without the requirement of time sheets for a total of 20 hours a month. Additional hours may be available for other projects as authorized by the Woodland Board.

Article VIII. Amendment of the Bylaws

Section 1. Additions and/or amendments to the bylaws must be approved by the general membership at its annual meeting.

Last Amended and Approved

June 21, 2024