

BY-LAWS OF THEATRE IN THE GROVE, INC.

PREAMBLE

The bylaws herein dated August 25, 2023 supersede or cancel any previous bylaws of this corporation. Theatre In The Grove (AKA TITG) is a non-profit corporation in accordance with the Nonprofit Corporation Act of the State of Oregon. Any existing organizational policies that are not in conflict with these bylaws remain in effect.

ARTICLE I: PURPOSE

Theatre in the Grove is formed as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for the purpose of providing quality, live community theatre entertainment for the Forest Grove community and surrounding area, in addition to educational resources and classes in the theatrical arts.

Additionally, Theatre in the Grove advocates for local, regional, and state arts and culture while fostering an environment for patrons, members, volunteers, cast, and crew that is welcoming of all, no matter race, sexual orientation, gender identity, country of origin, economic status, religion, abilities or disabilities, or age.

ARTICLE II: 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 June 30th of the following year. These requirements must be met to establish membership: 1) the payment or donation of \$30.00 (thirty) dollars or more for each year of membership; and/or 2) 10 (ten) hours of volunteer service to the Corporation during this same time period. Volunteer 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, lobby duties, cleanup, properties and building renovation and maintenance. Volunteer service does not include hours that are paid for by the organization.

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 II, Section 2 of these bylaws.
- c) Consistent failure to comply with the regulations of the corporation.
- d) Removal by vote of the majority of the board.

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.

Section 5 Membership Records: The office of the secretary shall be responsible for maintaining an accurate directory of all current members.

ARTICLE III: 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 IV: BOARD OF DIRECTORS

Section 1 General Powers: The business and affairs of the Corporation shall be managed and controlled by its Board of Directors. Each board member has a fiduciary responsibility to the organization.

Section 2 Qualifications: Members of the Board shall be members of the Corporation in good standing per Article II, Section 2. Board members shall be at least 18 years of age.

Section 3 Board Size: The Board of Directors shall consist of between 7 and 12 members, elected by the Membership at an annual meeting.

Section 4 Term Length: Members of the Board of Directors shall be elected for a period of 2 years.

Section 5 Salaries: Members serving on the Board of Directors shall serve without salary.

Section 6 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 7 Ex-officio board members: The Board of Directors may nominate people to the board to serve in an ex-officio capacity for a period of 1 year terms.

Section 8. 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 or do not actively participate in the betterment of the organization. They may also be removed by the Board of Directors if they fail to meet the requirements specified by Article II, Section 4. A majority board vote is required to remove a board member.

Section 9 Quorum: A quorum shall consist of a simple majority of the Board of Directors.

Section 10 Committees: The President has the authority to create committees to carry out specific organizational functions. The chairperson of each committee is nominated by the President and voted on by the board.

Section 11 Voting: All members of the board (except ex-officio members) have an equal vote on motions brought to the board.

ARTICLE V: OFFICERS

Section 1 Principals: The officers of this organization shall be board members and are as follows:

- President
- Vice President
- Secretary
- Treasurer

Section 2 Election: The officers are elected by the board of directors at the board meeting following the annual membership meeting.

Section 3 Term: Officers shall serve for a 1 year term in that officer position.

Section 4 Responsibilities: The principal duties of the officers shall be as follows:

President: Preside at all board and membership meetings of the organization; assign standing committees; appoint or ask for chairpersons of committees; serve as ex-officio member of all committees; prepare and provide copies of meeting agendas to all directors; and represent the organization as the official spokesperson.

Vice President: Learn presidential duties and responsibilities to be prepared to perform the duties of the president. Fulfill the duties of the president in his/her temporary absence. Serve as interim president until the next annual meeting should the current president not be able to serve the remainder of their elected term. Assist president in maintaining order during board meetings.

Treasurer: Responsible for securing financial assets. Maintains financial records for the organization, proposes to the board financial policy and money handling procedures, works with the president to propose an annual budget to be voted on by the board. Ensures that deposits and expenses are handled in a timely fashion and that bank accounts are reconciled. Provides monthly financial reports to the board. Ensures that tax filings are handled in a timely manner.

Secretary: Record minutes during meetings, including Leadership Team, Board of Directors membership meetings; maintain library of minutes as legally required, provide copies of minutes to board; manage physical and digital correspondence which may include mail, voicemail, and email; help facilitate procedures and policies for the organization; manage organization's digital and physical filing systems for documents and records.

ARTICLE VI: LEADERSHIP TEAM

Section 1 Definition: The Leadership Team will consist of the four (4) officers from the Board of Directors. As needed, they may invite other board members or leadership roles to be ex-officio members of the Leadership Team.

Section 2 Responsibilities: The Leadership Team may meet in advance of Board of Directors meetings to discuss and determine issues that need to be raised to the Board of Directors for further discussion and resolution. They may also meet more frequently to discuss urgent organizational matters that cannot wait until the next board meeting. The Leadership Team may make recommendations to the Board of Directors on suggested courses of action.

Section 3 Support: The Leadership Team shall execute the decisions made by the Board of Directors.

Section 4 Personnel: Any personnel or other sensitive issues that arise within the organization will be attempted to be resolved by the Leadership Team first before taking it to the board.

Section 5 Restrictions: Closely related persons (defined as spouses, domestic partners, parent/children, siblings) shall not simultaneously serve on the Leadership Team.

ARTICLE VII. 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 and to provide important organization information to the membership.

Section 2 Notice: Members shall be notified at least 4 weeks prior to the date of the annual membership meeting as set by the board with time, date, and location of meeting.

Section 3 Special Meetings: Special Meetings of the Membership. Special meetings of the membership may be held upon the call of the President 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 4. 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 VIII: OTHER COMMITTEES

Section 1 Formation: The President has the authority to create committees for the purpose of fulfilling specific missions/projects for the organization such as events, marketing/communications, etc. The president shall formally announce the Committee during a board meeting and specify:

- The official purpose of the committee
- The duties/responsibilities of the committee
- Specify if the committee has a specific end date or is expected to operate indefinitely

The secretary shall record these details in the board minutes.

Section 2 Committee Chairpersons: The President shall appoint the chair of any committee, subject to acceptance by the appointed chair. The board shall vote to approve the nomination.

Section 3 Committee Memberships: The committee chairperson shall solicit additional board members, members from the community, organization's membership, volunteers to be on the committee.

Section 4 Responsibilities: The committee is responsible for defining a budget for the committee and submitting to the board for approval.

Section 5 Reporting: At each Board meeting, the Chairperson of each committee shall report the status of its current activities, planned future activities, and, if applicable, the status of its budget.

Section 6 Authority: Committees have only so much authority as the Board provides. Because of this, committee members shall not adopt specific titles of treasurer, secretary, president, etc, unless specifically authorized by the Board. Unless requested by the President and authorized by the Board, no committee shall be formed to represent the mission or activities of TITG in place of the Board.

ARTICLE IX: FISCAL POLICY

Section 1 Budget: The organization shall establish an annual fiscal budget.

Section 2 Expenditure Authorization: The treasurer is authorized to issue payments for expenditures that have been previously authorized by the board or is a part of an approved budget.

Section 3 Authorization Procedure: For expenditures not specifically authorized by the board but supports the mission of the organization: the treasurer can issue payments up to \$500. Any expenditure of \$500 or more requires the approval and signature of an additional officer. Any expenditure over \$6,000 requires the specific approval of a simple majority of the board.

Section 4 Signatories: All officers shall be designed as signatories on our financial accounts and are authorized to sign payments on behalf of the organization.

Section 5 Transparency: The treasurer shall provide financial transparency to the rest of the board through detailed reports, or access to financial records.

Section 6 Financial Reporting: The treasurer is required to provide the organization’s financial position at the annual meeting including year to date balance sheet and profit/loss statement.

ARTICLE X. MISCELLANEOUS

Section 1 Rules of Order: All proceedings of the organization shall use “Robert’s Rules of Order” for guidance.

Section 2 Amendments: The Board of Directors may amend these Bylaws, in compliance with ORS 65.464, by majority vote of the Board at any regular or special board meeting. At least 30

days advance notice shall be provided to the Board, along with the proposed amendment and/or summary of the changes, before any amendment may be adopted.

Section 3. 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 4. 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.

August 2025 Change: Article IV, Section 3: Increased maximum board size to 12. Approved by board of directors on August 19, 2025