

**RESTATED BYLAWS
OF
WASHINGTON STATE COMMUNITY THEATRE ASSOCIATION
(A Washington Nonprofit corporation)**

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

Members shall be divided into the following classes for each of which the Board of Directors shall determine the standards of eligibility:

1. Organizational Members
2. Individual Members

2.2 Qualifications for Membership

The members of this Association shall consist of those individuals and organizations who support the purposes of the Association, have met the membership requirements, applied for membership and have paid their membership fee for the term determined by the Board. In addition, the Board of Directors shall have authority to confer the status of "Honorary Membership" or "Membership Emeritus" upon those acknowledged for their service or eminence where such designation is appropriate.

2.3 Non-Discrimination Policy

Membership shall be open to all, without regard to race, creed, color, national origin, sex, honorably discharged veteran or military status, sexual orientation, disability or age.

2.4 Voting Rights

Each individual and organizational member shall be entitled to one vote on each matter submitted to vote of the members. Each organizational member shall designate one of its members to cast the organizational vote. Should this person also be entitled to vote in their own right, this person may also cast their individual vote as well as that of the organization.

2.5 General Meeting

A biennial meeting of the members shall be held in the Spring of odd numbered years at a time and place designated by the Board of Directors for the purpose of electing Directors, voting on changes to the Bylaws, and transacting such other business as may properly come before the meeting.

2.6 Special Meetings

The President, at the behest of at least 1/10 of the membership, may call a special meeting.

2.7 Place of Meetings

All meetings of members shall be held at a place (physical and/or virtual) designated by the President..

2.8 Notice of Meetings

Written notice stating the method, place, date and hour of any meeting of the members shall be delivered to each member entitled to vote not less than thirty (30) days before the date of the meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, with postage paid, addressed to the member's address as it appears on the records of the Association. Notices by electronic transmission are considered delivered when sent from an organizational email.

2.9 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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.

2.10 Quorum

All members present or represented by proxies shall constitute a quorum for the transaction of business at any meeting of the members.

2.11 Manner of Acting

The majority of votes cast by the members, represented in person or by proxy, at a meeting which meets quorum shall be necessary for the adoption of any matter, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.42 Proxies

Each member entitled to vote in a meeting of members may authorize a person to act on behalf of the member. Proxies must be submitted as specified in the Operations Manual.

2.13 Member Committees

The President of the Board shall establish or dissolve committees for members as specified by Article 3.17.1 that they deem necessary to carry out the work of Association.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Association shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than 8 nor more than 17 Directors, the specific number may be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be members of the Association and in good standing. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

The election of Directors will take place at the biennial meeting of members.

3.5 Term of Office

Unless a Director dies, resigns or is removed, they shall hold office until the joint meeting of the incoming and outgoing boards, after the biennial election.

3.6 Regular Meetings

The President, in consultation of the Board may specify the date, time and method for the holding of regular meetings without other notice than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.8 Place of Meetings

All meetings of the Board shall be held at a place (physical and/or virtual) designated by the President.

3.9 Notice of Special Meetings

Special meetings of the Board may be called by or at the request of the President or one-third (1/3) of the Directors. Notice of each special meeting of the Board shall be given at least fourteen (14) days prior thereto by written notice to each; provided that if an emergency exists requiring shorter notice, and the existence of such emergency is confirmed by the Board at such meeting, the notice may be given not less than two (2) days prior thereto.

3.6 Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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.

3.11 Quorum

A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

3.12 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.7 Presumption of Assent

A Director of the Association 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 their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15 Removal

Any member of the Board of Directors whose actions are found detrimental to the association may be removed from the Board by a vote of three-fourths (3/4) of the entire Board.

3.16 Vacancies

A vacancy in the position of Director through death, removal, or resignation may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.17 Board Committees

3.17.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the Association, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Association; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Association; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, or them by law.

3.17.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.17.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.17.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.18 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Association.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

Officers shall be elected to two (2)-year terms. Officers shall assume office upon election. Officers serve at the pleasure of the Board of Directors. Unless an officer dies, resigns, or is removed from office, they shall hold office until the joint meeting of the incoming and outgoing boards, after the biennial election.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer of the Board of Directors whose actions are found detrimental to the association by a vote of three-fourths (3/4) of the entire Board of Directors at any meeting of the Board, shall be removed from that office. An election shall be held by the Directors immediately to fill the vacancy. Removal from office does not constitute automatic removal from the Board of Directors.

4.5 Vacancies

A vacancy in the position of an officer through death, removal, or resignation may be filled by the affirmative vote of a majority of the Board of Directors.

4.6 President

The President shall serve as the principal executive officer of the Association. The person serving as President shall convene and preside at all meetings of the membership and the Board of Directors. The President shall monitor policy, appoint members and chairs of all committees. They will assign each Director-at-Large to an active Association committee, program or project which the President may deem necessary to carry out the work of the Association. The President shall be a member Ex-officio of all Association committees, without vote.

4.7 Vice President

The Vice President shall, in the absence or disability of the President, convene and preside at meetings of the membership and the Board of Directors and act as principal executive officer and otherwise carry out the duties of the President. Other duties whether one or more Vice-Presidents are elected, may be directed by any resolution adopted by the Board of Directors.

4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Association shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.2 Accounting Year

The accounting year of the Association shall be the twelve months ending July 31.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the general membership. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

The foregoing Bylaws were adopted by the membership on _____,
_____.

Secretary