

**RESTATED BYLAWS  
OF PELICAN PLAYERS, INC. [DBA LINKVILLE PLAYERS]**

Director = Board Member  
Business Manager = Treasurer

**DATED:** \_\_\_\_\_

**PREAMBLE**

Pelican Players, Inc. is an Oregon nonprofit corporation, which exists by virtue of the Articles of Incorporation granted by the State of Oregon pursuant to the Oregon Nonprofit Corporation Act. These Bylaws are made subject to the laws of the State of Oregon and the provisions contained in the Articles of Incorporation. Pelican Players is formed as an amateur performing arts company. The Corporation offers and encourages an artistic avenue for local talent in the theatre arts: producing, directing, acting, designing stage productions, and writing plays to culturally enrich the community of Southern Oregon in which the Pelican Players organization is located.

**SECTION 1. NAME. SEAL. OFFICES. FISCAL YEAR. MISSION STATEMENT**

- 1.1 **Name:** The Name of the Corporation is Pelican Players, Inc. [DBA Linkville Players]. *Hereafter referred to as the Corporation or the Theater.*
- 1.2 **Seal:** The Seal of the Corporation shall be such form and bear such inscription as shall be adopted by the Board of Directors. The Board of Directors may change the form of Seal or the inscription thereon at its pleasure.
- 1.3 **Principal Office:** Principal office of the Corporation shall be at such place in Klamath County, Oregon, as may from time to time be designated by the Board of Directors.
- 1.4 **Registered Office:** The Registered Office shall be 201 Main Street, Klamath Falls, Oregon 97601. The Registered Office and the Registered Agent of the Corporation may be changed by the Board of Directors in the manner prescribed by law.
- 1.5 **Fiscal Year:** ~~The Fiscal Year of the Corporation shall be the calendar year.~~ *The Fiscal Year of the Corporation shall align with the production season (Sept-August)*
- 1.6 **Mission:** *The mission of the Linkville Players is to entertain, engage and inspire the people of the Klamath Basin through the art of theatre.*

**SECTION 2. MEMBERS**

- 2.1 **Designation, Admission, and Purpose:** The Corporation shall have one class of Members with no limit on the number of Members admitted. No person shall be admitted as a Member without his or her consent, express or implied, and shall not be admitted until dues are paid in full. The Members purpose is to form the troupe [the company] of the Corporation for the purpose of presenting productions to the public and to serve on committees as desired and appointed by the Board of Directors.
- 2.2 **Dues and Transfers:** Dues shall be set by the Board of Directors and increased or decreased ~~from time to time as needed.~~ *Dues window aligns with the regular season and our fiscal year (September to August).* Membership is nontransferable and must be paid annually ~~prior to the Annual Membership Meeting no later than March 1.~~ Membership termination is by death, resignation, removal by the Membership, or for failure to pay membership dues.
- 2.3 **Resignation:** A Member may resign at any time by delivering a written notice to the President or the Secretary or by not paying their annual membership dues. A resignation is effective upon receipt of the written notice and is irrevocable. Dues are not refundable.

- 2.4 **Termination, Expulsion, Suspension:** A Member may be terminated, expelled or suspended for cause, including but not limited to violation of code of conduct as set forth in 2.5. Membership of the Corporation may be terminated or suspended by a majority vote of the ~~Membership Board of Directors~~ held in a Special or Regular meeting of the ~~members Board~~. The Member shall be notified ~~at least five days after~~ in writing within five days of the date of the decision of expulsion, suspension, or termination. Dues are not refundable.
- 2.5 **Conduct:** Becoming an official member means acting in accordance with the Theater's Official Code of Conduct
- 2.6 **Rights:** Membership rights shall include: voting rights in the annual meeting, voting rights at the annual awards ceremony, the ability to attend Member's Only events, the ability to keep a script after a production (as allowed by publishing houses), official, individual notifications of annual meeting, all special meetings, member's only events and open auditions and a free copy of the show recording.
- 2.7 **Restrictions:** Any person NOT having paid their dues shall not be placed on an official Board committee, vote in membership settings, or direct a show.

### SECTION 3: MEMBERSHIP MEETINGS

- 3.1 **Annual Meetings:** An annual meeting of Members shall be held in the month of March on the second Tuesday at 5:30 p.m., at the principal place of doing business – unless a different date or time is fixed by the Board of Directors and stated in a meeting notice. Annual Meetings Purpose. Purpose of the annual meeting is to: 1] elect Members to serve on the Board of Directors; 2] provide an annual Corporation fiscal report; 3] reveal annual Board activities; 4] discuss upcoming season planning and schedule play selection; and 5] vote on special issues brought before the membership by the Board, if any [approval –51% of those in attendance]. The member meeting notification shall include a Nomination Form and number of expiring positions [include names of Board members whose terms are expiring]. Nominations will be taken from the floor the day of the meeting. Elected ~~Directors~~ Board Members are those qualified (see Section 4.2) members who are interested in serving on the Board with paid current Membership dues and receive the most votes.
- 3.2 **Notice of Annual Meetings:** Members will be notified 45 days in advance of the Annual Meeting by regular or electronic mail of the time, date, and location of the Meeting. Such notices shall be sent to ~~Members who are~~ active members and members from up to two years' prior (giving them the option to renew their membership no later than March 1). ~~If not paid up by the annual member notice, a bill will be sent.~~ Special meetings will have a 15-day notice in advance.
- 3.3 **Special Meetings:** Special meetings of the Members may be held ~~from time to time~~ as called for by the Board of Directors or ten or more members. Such meetings will be noticed to the Membership with sufficient notice [15-day minimum] for the membership to attend. The proposed purpose of the Special Meeting shall be set forth in the mailed Membership notice. The meeting may include the Membership voting. Action by ballot shall be valid with a quorum of 51% of those in attendance. In order to vote in a special meeting, membership dues must be paid five days prior the start date of the meeting.
- 3.4 **Place of Meetings:** The meeting place shall be at the Corporation's principal office unless designated otherwise by the Board of Directors and duly noted to the general membership via regular or electronic mail.

#### SECTION 4. **BOARD OF DIRECTORS** (also referred to as the Board or Board Members)

- 4.1 Powers and Responsibilities:** All Corporate powers shall be exercised by or under the authority of the Articles of Incorporation and these Bylaws. The Board of Directors ~~holds~~ **is responsible for** the Corporation's fiscal and fiduciary duties ~~and responsibility.~~ and the affairs of the Corporation are managed under the direction of the Board of Directors. **All Board members will sign and agree to abide by the Board contract, as adapted by the Board.** Expectations include: Follow the theater's code of conduct, attend monthly meetings, conduct themselves in public and online lawfully and with dignity, keep with the Corporation's best interest at heart- as the public face of the playhouse- refrain from "bad mouthing" the theater or other Board Members online or in person, maintain confidentiality as necessary, participate in all PR and promotional activities as they are able, and participate in the workings of the theater either through in-kind volunteer hours or financial contributions.
- 4.2 Qualifications:** All Board Members are individuals who are 18-years-of-age or older and are paid up Members of the Corporation. Board Members shall dedicate themselves to seeking to improve the standing of the Corporation and the theatrical offerings to the community.
- 4.3 Number:** The Board of Directors shall consist of not fewer than five persons nor more than fifteen persons. The number of Board Members may be changed ~~from time to time~~ by majority vote of the Board of Directors, based upon the needs of the Corporation.
- 4.4 Election and Tenure of Office:** Board Members shall be elected in an Annual Meeting of the Membership. Members will nominate and elect qualified Board Members. ~~Directors approve those elected.~~ Board Members shall serve three year staggered terms. ~~Directors may be reelected for any number of terms.~~
- 4.5 Vacancies:** A vacancy on the Board of Directors shall exist **upon** the death, resignation, or removal of any Board Member. A Board vacancy shall be filled ~~by the President~~ **by a majority vote of the remaining Board Members** when the vacancy occurs. Each Board Member so selected shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a Board Member, that Board Member's resignation is effective the date that the resignation is accepted [not a future date].
- 4.6 Resignation:** A Board Member may resign by delivering written notice to the President or the Secretary. The resignation is effective upon delivery. Once delivered, a notice is irrevocable unless revocation is permitted by the Board of Directors, upon majority vote. Exception would be if a replacement Board member has been named. **Such written notice shall be entered into the minutes of the next official Board Meeting.**
- 4.7 Removal:** A Board Member may be removed at anytime, with cause, by vote of a majority of the Membership in a Special Meeting called for that purpose. **Such meetings can only be called with a majority vote by the Board Members.** A 15-day notification **of the Special Meeting** is required by ORS 65. Such removal is irrevocable. Membership dues are nonrefundable. **Causes for removal include, but are not limited to: missing three consecutive Board meetings, personal malfeasance, misconduct on the part of the Corporation, acting in the name of the Board without express consent (by majority vote), violating the Code of Conduct, and/or serious criminal charges.**
- 4.8 Emeritus:** A Member may be granted Emeritus (or Board member in perpetuity) status by an election of current Board Members with at least a 51% approval. An Emeritus Board member retains voting rights and is not subject to term limits except those held by an Executive Officer (see section 5).

- 4.9 Meetings:** The Board of Directors may hold annual, regular, or special meetings in or out of Oregon. The annual meeting of the Board shall be held ~~within ten days following the~~ **directly following the** Member's Annual Meeting. The annual meeting **of the Board** is for the purpose of electing officers for the year. Regular meetings are ~~generally once a month on the second Tuesday of every month (unless otherwise agreed upon by a majority Board vote)~~ to conduct the business of the Corporation and approve expenditures. Special Board meetings are held if decisions are needed in addition to the regular **monthly** meeting or the annual meeting.
- 4.10 Telephonic Digital Participation:** ~~No telephone participation is allowed except by Board of Directors majority rule and if such equipment is available.~~ Meetings may be attended via electronic means (ie telephone or video conference).
- 4.11 Action Without Meeting by Unanimous Written Consent:** ~~No written consent actions are permitted to be taken without an actual meeting.~~ Unanimous written consent can be substituted for a meeting. Such decisions must be entered into the next Board meeting's official minutes for the purpose of transparency with the general membership.
- 4.12 Call and Notice of Meetings:** The annual and regular meetings of the Board of Directors may be held as part of the previous set and held meeting. Special meetings must be preceded by a two-day ~~telephone~~ **digital** notice. Due diligence must be exercised in the notice of all Board of Director members. ~~No official or unofficial meeting of the Board of Directors shall be called without this appropriately timed and unanimous notice.~~
- 4.13 Quorum and Voting:** A quorum consists of a majority approving or 51% of the Board of Directors in office before the meeting begins, regardless whether a Board Member abstains from voting or leaves the room.
- 4.14 Compensation:** No compensation will be given to the Board of Directors except those reasonable expenses incurred for the Corporation that are determined by Resolution of the Board of Directors. Such reimbursements must be advance approved prior to incurring the expenses.
- 4.15 Conflict of Interest:** A conflict-of-interest transaction is a transaction with the Corporation in which a Board Member of the Corporation has a direct or indirect personal investment, relationship, or involvement or interest [including friends and family]. Board Members who have such conflicts, are required to declare them at the beginning of any discussion or decision. A transaction in which a Board Member has a conflict-of-interest may be approved by vote of the Board of Directors [with the conflicted Board Member abstaining from vote] if the transaction is fair to the Corporation when it was entered into; or if the transaction and the Board Member's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction in accordance with these Bylaws. **Any Board Member may point out another Board Member's conflict of interest and ask that they recuse themselves from a vote. In the case of a disagreement the Board at large will vote on whether or not a conflict exists and who, if anyone, should be excluded from decision making votes. This includes, but is not limited to, the annual selection of plays and directors.**

## SECTION 5. OFFICERS

- 5.1 Designation and Appointment:** The officers of the Corporation shall be President, Vice President, Secretary, ~~a Business Manager~~ **Treasurer, Assistant Treasurer, Sergeant at Arms**, and any other officers that the Board of Directors may ~~from time to time~~ appoint or designate by Resolution. Officers are elected annually at the Annual Board of Directors Meeting.

- 5.2 Compensation:** No compensation may be awarded any officer of the Corporation except reimbursement of expenses lawfully incurred for the Corporation.
- 5.3 Term of Office.** Term of office is annual. [Term limits shall be according to office as outlined in sections 5.6-5.11.](#)
- 5.4 Resignation:** Any officer may resign at any time during their tenure by submitting such resignation in writing. The Board of Directors will dutifully at the next Regular or Special Board Meeting, select a replacement officer, who will hold the term to the end of the year. [Such written notice shall be entered into the minutes of the next official Board Meeting.](#)
- 5.5 Removal:** Any Officer can be removed from office at any time, with cause, by vote of a majority of the Board of Directors. Causes for removal include, but are not limited to: missing three consecutive Board meetings, personal malfeasance, misconduct on the part of the Corporation, acting in the name of the Board without express consent (by majority vote), violating the Code of Conduct, and/or serious criminal charges.
- 5.6 President:** The President shall preside over all meetings of the Corporation whether Board of Directors or Member Meetings. The President shall act as the Chief Executive Officer of the Corporation with the powers and duties that the office implies. [The President shall supply, or cause to be supplied, an agenda for each meeting. The President may appoint special committees as required and as approved by the Board. The President shall present the annual report to the membership at both the Annual Membership Meeting and at the Yearly Awards ceremony. The President shall sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized by the Board to be executed. The office term limit shall be restricted to six consecutive years.](#)
- 5.7 Vice President:** The Vice President will act in the absence of the President, [act as President Elect](#) and shall fulfill any duties as may be assigned by the President. [The office term limit shall be restricted to six consecutive years.](#)
- 5.8 Secretary:** The Secretary shall prepare the [monthly and](#) annual minutes of both the Board and the Member meetings. The Secretary will ~~complete~~ [ensure the completion of](#) all annual reports required by the Oregon Secretary of State, Oregon Department of Justice, and the U.S. Internal Revenue Service. The Secretary will maintain the Corporate records of the Corporation in good accord [including passing them appropriately to their successor](#) and shall maintain the Corporation Seal in safe custody. [The Secretary will handle all necessary correspondence with the Membership. The Secretary shall, with the President, sign any deeds, mortgages, bonds, contracts, or other instruments which have been authorized by the Board to be executed. The office term limit shall be restricted to six consecutive years.](#)
- 5.9 ~~Business Manager~~ Treasurer:** The [Treasurer](#) shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and financial records of accounts of the properties and business transactions of the Corporation [and make it available to the membership at least on a quarterly basis.](#) The [Treasurer](#) shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board of Directors, and shall have other powers and perform other duties that may be prescribed by the Board of Directors of these Bylaws. [Treasurer](#) will prepare an annual financial activity report for presentation to the Board of Directors and the Membership at the [Annual Member's Meeting](#). The Financial Report will be prepared with the involvement of an ~~Certified Public~~ accountant ([ie EA, CPA, CMA](#)) as selected by the Board. ~~The Board of Directors~~

~~shall provide a bond in the amount and with the surety specified by the amount of funds that the Corporation annually disperses and accounts for insuring the faithful performance of the duties of the Business Manager's office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the Business Manager's possession or under the Business Manager's control.~~ The Treasurer may assign signing capabilities for the Corporation to an accountant as approved by the Board. The office term limit shall be restricted to six consecutive years.

- 5.10 Assistant Treasurer:** The Assistant Treasurer shall maintain all membership records including, but not limited to, lists of current members, actors, sponsors, season pass holders and their corresponding contact information. The office term limit shall be restricted to six consecutive years.
- 5.11 Sergeant at Arms:** The Sergeant at Arms is responsible for meeting set up, ensuring that the meeting starts on time and checking that only authorized members are present and reminding Board members of their duties and agreements as stated in section 4.1. During a meeting, the Sergeant at Arms maintains order, if other board members or meeting attendees are disruptive, the sergeant may warn them and, in extreme cases, eject them from the meeting. The Sergeant at Arms oversees administrative tasks such as collecting ballots, tallying votes (except in those cases where a conflict of interest exists) and, with the Secretary, recording attendance. The office term limit shall be restricted to six consecutive years.
- 5.12 Assistants:** The Board of Directors may appoint or authorize the appointment of **current members** to **other Assistants** to the Secretary or **Treasurer** or both. The duties will be assigned by the Officer and Board of Directors.
- 5.13 Employees:** In time, the Board of Directors may determine **(with a majority vote)** the need for staff based upon monetary and physical growth of the Corporation. Such employees may be an Executive Director, various staff, and assistants as needed.

## **SECTION 6. BOARD COMMITTEES**

The Board of Directors may create one or more committees by written Resolution. Such committees shall be standing, special, or task force. Committees may include a play reading/selection committee, a nominating committee, an audit and finance committee, a theatre cleanup committee, and other such committees as determined from time to time that the Corporation might need. The President of the Board of Directors shall appoint the committee members annually once the committee is established by Resolution with a purpose and method of operating. At least one Board member shall be appointed and the remainder may be made up of Members. ~~Non-members may also be appointed.~~

## **SECTION 7. PLAY PROPOSAL**

- 7.1 Director and Play Presentation:** Any member in good standing who has successfully completed all other aspects of play management is eligible to propose to direct a play at the Annual Member's Meeting in March. Proposals must include director qualification, an accurate estimate of costs, casting requirements and a reasonably assembled production team. All plays presented must be legally eligible for public, amateur production.
- 7.2 Production Selection and Season Planning:** Director and play selections will be done by the Board of Directors, minus any Board Members recusing themselves due to conflicts of interest. The Board of Directors will mandate all season scheduling including performance, rehearsal and audition dates. Plays will be selected and scheduled no later than two meetings after the Annual Membership Meeting.



- 7.3 **Director Rights and Responsibilities:** The director of a production shall have complete artistic and creative control over the production and presentation of the play, subject to the following: auditions must be publicized two weeks in advance to the public and the Membership, all shows must have at least two different audition dates, all copyright rules will be observed and, the production director and their cast must comply with these bylaws and the code of conduct. The production director is responsible for finding all talent and production crew of any given show including, but not limited to, production coordinator, stage manager, set constructors, technicians, front of house manager, and ushers. Directors are responsible for maintaining financial records and obtaining their own reimbursements in a timely fashion.
- 7.4 **Production Director Resignation:** In the event the production director chooses not to or cannot fulfill their commitment, the production of the play reverts to the Board. No show or production will be cancelled without express consent and majority approval of the Board.
- 7.5 **Termination, Expulsion, Suspension:** A production director may be terminated, expelled or suspended for cause by a majority vote of the Board of Directors held in a Special or Regular meeting of the Board. The director shall be notified within five days of the date of the decision of expulsion, suspension, or termination. Dues are not refundable.
- 7.6 **Actor/Crew Responsibilities:** All members and nonmembers participating in a show agree to abide by the code of conduct and these bylaws. Nonmembers, however will not enjoy the rights set out in Section 2.6 and will be required to return all production assets (ie scripts) at the end of the production run.
- 7.7 **Actor/Crew Removal:** A production director may remove any actor or crew member for any cause at any time. They will report this to the Board of Directors within one week for review and/or further action.

## SECTION 8. NONDISCRIMINATION

The Corporation shall not discriminate in its operations, providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## SECTION 9. GENERAL PROVISIONS

- 9.1 **Amendment of Bylaws:** The Membership may amend or repeal the Bylaws and adopt new Bylaws by majority vote of the Membership at the Annual Member Meeting or a Special Meeting called for that purpose per ORS 65. Amendments shall be copied in the Corporate Records and the Members shall be informed in advance of the repeal. **Bylaws shall be revisited at least every ten years.**
- 9.2 **Books and Records:** All books, records and minutes, and accounts of the Corporation shall be maintained in a repository in a safe and reasonable manner and shall be made available for ~~Directors~~ **Members** to examine for any proper purpose at any reasonable time. **This includes hard copies for archive and digital ones to be accessed on a public forum.**
- 9.3 **Checks, Drafts, Depositories, Withdrawal of Funds:** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined ~~from time to time~~ by Resolution and Motion of the Board of Directors.
- 9.4 **Deposits:** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies, or other depositories, or be invested as the Board of Directors of the Corporation may authorize and designate. Such authorization and

designation shall be by Resolution.

- 9.5 Loans or Guarantees Prohibited:** No loans or guarantees may be made to or for any Board of Director, Officer of the Corporation, or Member. No exceptions may be made or authorized, ORS 65.264(2).
- 9.6 Execution of Documents:** The Board of Directors may, except as otherwise provided, authorize any officer or named agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.
- 9.7 Insurance:** The Corporation Board of Directors shall maintain Directors and Officers insurance, liability insurance, and bonds to protect the Corporation against malfeasance of office, error of oversight, and accident.

#### **SECTION 10. DISTRIBUTION OF ASSETS ON DISSOLUTION OR LIQUIDATION**

10. Upon the dissolution or liquidation of this Corporation the assets remaining after payment of all just debts shall be distributed in accordance with the Articles of Incorporation. In no event shall the Corporate assets inure to the benefit of any private stockholder or individual.

#### **SECTION 11. CONFLICTS OF INTEREST**

11. This Conflicts of Interest section protects the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This section is intended to supplement, not replace ORS 65.361 governing conflicts of interest applicable to nonprofit and charitable corporations. Any officer or director of the Corporation has a duty to disclose the existence and nature of his or her financial interest for a proposed transaction or arrangement. If an officer or director has failed in any way to disclose an actual or possible conflict of interest, and the Board determines upon investigation that such a conflict does exist, the officer or director shall be subject to disciplinary action including and up to removal and corrective action. Dues or donations shall not be reimbursable.

DATED AND ADOPTED this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

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President of the Board of Directors  
**PELICAN PLAYERS, INC.**