**Brush Creek Players
Constitution and Bylaws**

**Article I - Purpose**
**Section 1:** Brush Creek Players, (hereinafter BCP) is a non-profit organization duly registered in the State of Oregon.

**Section 2:**  BCP's purpose is to provide a performing arts outlet for the surrounding area.

**Article II - Active Membership**
**Section I:**  Membership is open to any person who is interested in supporting BCP theatrical events. BCP does not discriminate against any person on the basis of race, color, national origin, sexual orientation, disability, gender, or age in admission or participation in its programs, services, or activities.

**Section 2:**  Any person who donates the current annual minimum amount set by the Board to Brush Creek Players, is engaged as cast or staff of a current production, or who otherwise completes at least 5 hours of volunteer service, as certified by a member of the Brush Creek Board, is eligible to enroll, at the invitation of a current Board Member (whether elected, presiding, or an at-large Board Member) or any Active Member, as an Active Member through that calendar year and the following year.

**Lifetime Member:** A Lifetime Membership is available to anyone who has maintained an active Membership for at least 15 consecutive years, and such Member need not pay any annual dues or otherwise qualify by service or engagement as cast or staff to remain an Active Member.

**Founding Member:** A Founding Membership is available to anyone who is otherwise a Member and who also was part of the original foundation of the theater.

Active Membership entitles the Active Member to a single vote at all general and Special Membership meetings, provided that the Active Member is aged 13 years or older and provided that the Active Membership has been in good standing for at least 30 days prior to the meeting in question. Exception: Active Members as defined above whose membership status is verified during the current year’s membership meeting will be able to vote immediately.

**Section 3:** All Board and General Membership meetings are open to the public, except for any Board meeting or portion of a Board meeting called for the purpose of actions involving Board Members or officers that are for the purpose of a proposed personnel action, at the discretion of the Board. All Members shall normally have the privilege of speaking at Board meetings, although the presiding officer may choose to limit such discussion if necessary to ensure the efficient conduct of Board business.

 **Article III – General Membership meetings**

**Section 1:** Annual Membership meeting: The Annual Membership meeting is a General Membership meeting and shall normally be held in September or October of each year, at a date and time designated by the Board, and shall be for the purpose of electing new Officers, recognizing new Board Members and conducting such business as shall be necessary for the benefit of the BCP.

**Section 2:** Special Membership meetings: A Special Membership meeting is a General Membership meeting and can be called by the Board with a notice to the Active Membership stating the place, time and date of the meeting, as well as the items to be considered at the meeting. The Board must call a Special Membership meeting within 45 days whenever requested by at least 20 percent of the current voting Membership.

**Section 3:** All Membership meetings will be called with at least 30-days-notice to the Membership. In addition, Members shall be given a reminder of these meetings by the BCP Secretary not less than seven days, nor more than 20 days prior to the meeting. Such notices and reminders may be by telephone, e-mail, mail, or by a posting on the theater website.

**Section 4:** A Quorum for a properly called General Membership meeting shall consist of those Active Members in attendance, and unless otherwise stated herein matters voted upon shall be deemed approved if a simple majority of the Quorum of Active Members present, or represented by written proxy as specified herein, vote in favor.  **Section 5:** Consideration of Financial Support: Only a majority of those voting Active Members present at a meeting, whether the Annual Membership meeting or a Special Membership meeting, may terminate financial support for any production that has been funded by BCP. Such termination must be total rather than partial. Upon such termination, BCP shall discharge its liability for any already-approved promotional expenditure existing obligations made prior to termination.

**Section 6:**  Meeting Agenda: Each Annual Membership meeting shall be conducted per an agenda prepared by the President and made available to the Members prior to the meeting. Active Members in good standing may request items be added to the agenda at any time for consideration by the President. The order of the annual Membership meetings shall be as follows:

A. Reading. (Correcting and approving minutes of the previous meetings.)

B. Reports by officers and approval if needed.

C. Reports of committees.

D. Unfinished business.

E. New business.

F. Preparing the next meeting’s agenda to be completed by officers.

**Section 7:** Unless otherwise provided by these Bylaws, all meetings shall be conducted in accordance with Robert’s Rules of Order except as temporarily suspended by a motion from the floor.
 **Section 8:** Proxies: Any Member may vote by written or signed proxy, carried by a Member. Only a single proxy may be carried by any Member.

**Article IV - Officers of the BCP**
**Section 1:**  Officers: The officers shall be a President, Vice President, Secretary and Treasurer.

**Section 2:**  Terms of office: Officers shall be elected for one-year periods, beginning January 1 of each year. The President and the Vice President may be re-elected for one additional term in the same office. The Secretary and the Treasurer may be re-elected without limitation.

**Section 3**: Vacancies: Vacancies in any office shall be filled at the next Board Meeting by a vote of those present unless no suitable candidate is available

**Section 4:** Elections: Officers shall be elected at the Annual General Membership meeting. Any Active Member in good standing who will be 18 years of age or older at the beginning of the term of office is eligible to be elected as an Officer, or any consenting member of the general public may likewise be put up for election as a Board Member, and then thereafter as an Officer.

Elections will be conducted taking nominations from the floor. Following the nominations for each Office, the election for that Office will be completed before nominations for other offices are accepted. Elections will be conducted in the following order: President, Vice President, Secretary and Treasurer.

**Article V. Responsibilities of Officers

Section 1:**  The President shall preside at all meetings; they shall have general supervision of the affairs of BCP, shall sign contracts, make reports to the governing Board, and in return, report Governing Board decisions back to the active Membership.
**Section 2:**  The Vice-President, in the absence of the President, shall fulfill the duties of the President.

The Vice President will receive all monies acquired by BCP, and deposit them in the bank (or arrange for their deposit) and verify all such deposits as part of the Treasurer’s report at each meeting. The Treasurer will receive a bank statement for all BCP funds and provide the statement to the Board at each meeting.

**Section 3:** The Secretary shall maintain the records of BCP, give notices for all meetings to all current Members, and shall keep minutes of the proceedings of the of the Membership and the Board, and communicate with the Membership and interested parties as directed by the Board.

The Secretary shall maintain a record of all Members, Active and otherwise, and their last known contact information and shall acknowledge all Active Memberships by issuing receipts and/or Membership cards to all such Active Members. The Secretary shall provide a list of all Active Members to the annual Membership meeting and to the Board prior to the Annual Membership meeting.

In the absence of both the President and Vice-President, and a quorum being present, the Secretary shall preside at scheduled meetings.

**Section 4:** The Treasurer shall be custodian of all non-deposited funds of BCP, shall make written reports at Membership and Board meetings of expenditures and the financial status of BCP, and shall make payments authorized by the Board. Ongoing and repeating expenditures may be pre-authorized by the Board with set limits. All accounts shall be accessible to the Treasurer and/or at least one other officer identified by the Board (and not related to or in the same household as the Treasurer).

**Article VI - Board of Directors (Governing Board) and Board Meetings**
**Section 1:** The Board shall consist of the four presiding officers plus not more than seven Members-at-Large, as determined by the President and ratified by the elected officers. Members at large must be 18 years of age or older and will serve from the date of their appointment until December 31 of the year they are appointed.

**Section 2:** A quorum of the Board will consist of a simple majority of the Board Members, and unless otherwise stated herein matters voted upon shall be deemed approved if a simple majority of the Quorum of Board Members present vote in favor.

**Section 3:** If necessary to efficiently conduct Board business, a majority of Board Members may make a decision in writing at the request of the President.

**Section 4:** The Board shall have authority to authorize and approve general theater operations budgets and individual production budgets.

**Section 5:**  The Board shall have power to review all committee recommendations and make final decisions based on their judgments.

**Section 6:** The Treasurer shall be authorized to expend from the general budget only those amounts authorized by the Board.

**Section 7:** The Board may, by a majority vote, declare any Board Member to have resigned *Ex Proprio Motu* if that Board Member has missed three consecutive meetings without reason satisfactory to the Board. The Board may, by a vote of at least two-thirds of the entire Board, other than the Board Member to be removed, at a regularly-noticed meeting (whether a Special Board meeting, an Annual Membership meeting, or a Special Membership meeting, and regardless of attendance by the Board Member to be removed at the meeting in question), remove any Board Member or Officer with or without cause.

**Section 8:** Any action taken by the Board may be over-ruled by 2/3 vote of the Active Members present and voting at the next Annual Membership meeting.

**Section 9:** Board meetings shall be called by the President, shall normally be held monthly and must at least be held within three weeks of the close of each production. The President must call a meeting within one week of receiving a written request to do so from at least three members of the Board.

**Article VII - Amendment**

**Section 1:**  Any amendment to Constitution and Bylaws shall be presented to the Board at any Board meeting and, after consideration, a favorable Board vote, and recommendation by the Board, the proposed amendment will be distributed to all Members for their review prior to a formal vote at a general Membership meeting, whether the Annual Membership meeting or a Special Membership meeting called for that purpose.

**Section 2:**  In the event the Board does not recommend approval, the Member presenting the proposed amendment may submit it to the Active Membership. In the absence of a Board recommendation for approval, an affirmative vote of at least 2/3 of the Active Members present (in person or by proxy) at the General Membership meeting is required to approve the change.

**Section 3:** Unless otherwise specified, any amendment to these Bylaws will take effect immediately upon approval.

**Article VIII - Rules of Procedure**

**Section 1:** The Board may publish Rules of Procedure, to be followed by all Members in their participation in the productions of the theater or by permissive users of the facilities. These rules shall be published and posted in the theater and made available to all users. Such rules should include duties and responsibilities of the directors and staff of a production.

**Section 2:** These rules may be amended at any Board meeting by a majority vote of the Board and Members present, with such amendments to take immediate effect. Such amendment to the Rules of Procedure will be immediately published and posted.

**ARTICLE IX – ADOPTION**

These Bylaws were considered and recommended by the Board on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

 Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 [Printed Name], President

These Bylaws were approved by the General Active Membership on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

 Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 [Printed Name], Secretary