

REVISED BY-LAWS
OF THE PATIO PLAYHOUSE, INC.
(Revised 2004)

1.0 NAME, PURPOSE AND CORPORATE STATUS

- 1.1 This Association shall be known as THE PATIO PLAYHOUSE, hereinafter called Patio.
- 1.2 Purposes: Patio is a non-profit community service organization dedicated to providing entertainment for the Southern California community, to creating opportunities for people of talent and interest who wish to participate and/or perform and to providing training for individuals who wish to learn about theater art.
- 1.3 Corporate Status: Patio is incorporated under the laws of the State of California as a public, non-profit corporation.
- 1.4 Membership: Membership is available and open to all upon payment of annual dues, in the following classifications:
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|----|-------------------|------|
| a. | Supporting Member | 25 |
| b. | Patron Member | 50 |
| c. | Sponsor Member | 100 |
| d. | Sustaining Member | 250 |
| e. | Benefactor Member | 500 |
| f. | Producer | 1000 |

The Board of Directors, by vote of a majority of its members, may set and amend the amount of the annual dues.

2.0 FUNCTION AND RESPONSIBILITIES

- 2.1 Corporate Powers: All corporate powers of Patio shall be controlled by the Board of Directors, subject to the limitations of the articles of incorporation, of the by-laws and of California General Corporation Law.
- 2.1.1 Power of Contract: The Board of Directors, except as otherwise provided in the by-laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or defined to specific instances. Unless so authorized by the Board of Directors, or officer, or agent no entity shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any monetary amount
- 2.1.2 Power of Appointment: The Board of Directors shall have the power to appoint such committees, officers, managers or agents to effectively and efficiently carry out the day to day operation of Patio.
- 2.2 Responsibility of the Board of Directors: The Board of Directors (Board) shall provide for organizational continuity and efficiency. The Board shall provide for financial stability and future growth of the organization.
- 2.2.1 Elections: The Board of Directors will consist of Directors at Large, President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and shall be elected at the annual meeting of the members and serve a one year term.
- 2.2.1.1 A General Manager, Technical Manager and Artistic Manager shall be appointed by the Officers (President, Vice Presidents, Secretary and Treasurer) to

serve for a one year term. Individuals considered for these specific Manager positions must be Board members for at least one year before being appointed by the Officers.

2.2.1.2 Candidates for any Officer position must have been a member of the previous year's Board.

2.2.1.3 All other Managers, Liaisons and Chairpersons of any committees that shall be created are approved by a majority of the entire current Board of Directors.

2.2.1.4 Elections of the Board of Directors shall be held at an annual meeting of the general membership in June of each year and the term of such Directors and Officers shall begin immediately.

2.2.1.4.1 A quorum for election shall consist of those members present and voting in person or by mail ballot.

2.2.1.4.2 Elections shall be by plurality of the quorum at the annual meeting.

2.2.2 Vacancies: Vacancies on the Board may be filled by a majority vote of the remaining Board, even down to a sole remaining Director. Each Director so elected shall hold office until the next annual membership meeting.

2.2.2.1 A vacancy or vacancies on the Board shall be deemed to exist when:

- a. A Director or Officer dies;
- b. A Director or Officer resigns;
- c. A Director or Officer is removed from office pursuant to subsequent provisions;
- d. The number of authorized Board members is increased;
- e. A de facto resignation exists due to a Director's or Officer's unexcused absences for three consecutive meetings or failure to pay dues by the end of September each year.

2.2.2.2 No reduction of the authorized number of Board members shall have the effect of removing any Directors or Officers during the time he/she holds office. (i.e. the remainder of the elected term.)

2.2.3 Removal of Directors and Officers: Any Board member of the corporation may be removed from office, with cause, by the unanimous vote of the remaining Board Members, except in such cases where there remain only two members of the Board.

2.2.4 Meetings of the Board of Directors: The Board shall meet monthly. Special meetings may be called by the President which in his discretion may be deemed necessary, provided that said special meeting be held in Escondido, and that all members of the Executive Committee shall be notified at least ten days prior to said meeting. Executive Committee members unable to attend may give their opinion regarding the topic at hand in writing to any other Executive Committee member who will be present for consideration or vote. Fax, email, postal note are all acceptable communications.

2.2.5 Quorum: A simple majority of the authorized number of Board members shall constitute a quorum for the transaction of business. Where, by law, it is required that any action of the Board of Directors be approved by the membership, a quorum of the membership shall be a majority of the membership voting in person or by mail ballot. Fax or email are not valid in these cases.

- 2.2.6 Compensation: Members of the Board shall not receive compensation for their services.
- 2.3 The Board of Directors shall consist of five elected Officers and ten elected Directors at Large for a total of fifteen members of Patio.

3.0 EXECUTIVE COMMITTEE

- 3.1 **Composition**: The Executive Committee shall be composed of the following individuals:
1. President
 2. 1st Vice President
 3. 2nd Vice President
 4. Secretary
 5. Treasurer
 6. General Manager
 7. Artistic Manager
 8. Technical Manager
- 3.2 **Voting Power**: A unanimous Executive Committee decision carries the same force as a majority vote of the Board of Directors. A simple plurality does not carry this weight.
- 3.3 **Selection**: The Officers, President, Vice Presidents, Secretary and Treasurer shall be elected by the members at the annual membership meeting as described in section 2.2.1 and the specific Managers shall be appointed by the Board of Directors as described in section 2.2.1 subject to the provisions hereinafter specified.
- 3.3.1 A member of the Executive Committee shall hold office for one year and shall be eligible for re-election or re-appointment, with the exception of the President which is limited to a maximum of three consecutive terms. There is no restriction on a President serving again at a later time after another President has ended his/her service.
- 3.3.2 A vacancy in the Executive Committee shall be filled by a majority vote of the Board of Directors.
- 3.4 **Duties of the Executive Committee Members**:
- 3.4.1 **President**: The President shall preside at all membership meetings, at all meetings of the Executive Committee and of the Board of directors and shall perform such duties as may be assigned by the Board of Directors or prescribed in the by-laws or procedures manual. In order to qualify for the office of President the candidate must have served on the Board of Directors for at least two of the previous ten years to the date of the candidate's election to the office.
- 3.4.2 **1st Vice President**: The 1st Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President shall have other duties as from time to time may be prescribed by the Board of Directors, by-laws, or procedures manual.
- 3.4.3 **2nd Vice President**: The 2nd Vice President shall serve in the absence of the 1st Vice President according to the same guidelines. The 2nd Vice President shall have other duties as from time to time may be prescribed by the Board of Directors, by-laws or procedures manual.
- 3.4.4 **Treasurer**: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including leases, capital and surplus. The books of the accounts shall at reasonable times be open to inspection by any Board

Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board. The Treasurer shall report at each monthly meeting on the transactions and financial condition of the corporation.

3.4.4.1 **Financial Transactions:** The Treasurer and such other signatory agents as the Board may deem advisable, shall have authority to issue, sign and endorse all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the corporation.

3.4.4.2 The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the by-laws or the procedures manual.

3.4.5 **Secretary:** The Secretary shall keep or cause to be kept, a book of minutes of the actions of all meetings of the Executive Committee and of the Board of Directors; the time and place of meetings and the proceedings thereof.

3.4.5.1 The Secretary shall keep in the files the original or an accurate, up to date copy of the by-laws as amended or otherwise altered, certified by the Secretary, which shall be open to inspection by any Board Member or other person upon reasonable demand at any reasonable time.

3.4.5.2 Shall have the responsibility for staffing the Box Office and DOD positions for each date's production. The House Manager will post in the office, the tech booth, and the kitchen a list of the individuals assigned to Box Office and DOD each night throughout the run of each show.

3.4.6 **General Manager:** The General Manager shall be responsible for the day to day operation of Patio. He/she shall implement Board policies and suggest policy changes for improved operation. He/she shall oversee and negotiate matters with the corporation's lessor, oversee committee functions, advise and support the operations of the Youtheatre and Angels committees, review plans submitted by the Artistic Manager and assist in their implementation. He/she shall resolve conflicts within the scope of existing Board policies. He/she shall have the authority to hire and terminate Patio employees should they ever exist. The General Manager will have the authority to spend up to \$500 for any purpose he/she needs to perform this service without requiring Board approval.

3.4.7 **Artistic Manager:** The Artistic Manager shall be responsible for maintaining the quality of productions of Patio, including Youtheatre. He/She shall oversee all productions, advise and assist the Board as well as acting as liaison with the Producers and Directors of each production. The Artistic Manager shall also chair the Playreading Committee and select its members.

3.4.7.1 **Playreading Committee:** The Playreading Committee shall have the responsibility of selecting, and scheduling the plays and the plays' directors for the following season of Patio, July 1 through June 30. It shall also coordinate the regular season plays with those of Youtheatre. The methods of procedure will be determined by the Artistic Manager and final decisions will rest with the Artistic Manager subject to Board approval. The results will be given to the Publicity Coordinator at least 4 weeks before the general meeting in June.

- 3.4.7.2 The Artistic Manager shall also be responsible for scheduling all uses of the theatre and for maintaining a scheduling calendar.
- 3.4.8 **Technical Manager:** The Technical Manager shall be responsible for advising the Board about the safety, efficiency, and appearance of the current Patio facilities including but not limited to any storage areas, lighting and audio equipment, physical theatre confines, and future modifications. The Technical Manager will have the authority to designate a budgeted \$150 per month for any purpose necessary to provide these services. Expenses in excess of that amount must be approved by the Board and submitted to the Fundraising Committee to acquire.

4.0 OFFICES AND STANDING COMMITTEES (DIRECTORS AT LARGE)

- 4.1 The Executive Committee, at the first Board of Directors meeting following elections, shall appoint the Officers and Coordinators of Standing Committees. These individuals shall be appointed from the Directors at Large and as such will be voting members of the Board. These Offices and/or Standing Committees will include.
- 4.1.1 Scholarship Committee: Responsible for encouraging the youth in the immediate Escondido community to pursue studies in theater arts. This may include working with Patio Board members to develop an educational structure, consisting of youth and adult programs, workshops, seminars for potential actors, directors, technicians, etc. The Coordinator shall also make recommendations to the Board of Directors for any scholarships and grants as they may from time to time award.
- 4.1.2 Fund Raising Committee/ Coordinator: Shall plan, promote, and coordinate appropriate fund raising activities and active application to private and public organizations for grants, donations, etc. as is suitable within the Patio structure.
- 4.1.3 House Manager: Shall be responsible for the maintenance of the premises in which the corporation exercises its functions. The House Manager such have such powers and perform such duties as may be prescribed by the Board or by these by-laws.
- 4.1.3.1 The House Manager will coordinate and maintain communication with those individuals, committees or groups which function for the physical and financial benefit of the organization. Examples include but are not limited to: Artistic Manager, Volunteer Coordinator, General Manager, Treasurer, and Stage Manager of each production; including visiting organizations or individuals. The goal is to consistently maintain a safe and clean facility throughout the season.
- 4.1.3.2 Box Office Committee: Shall take reservations from phone, walk ups, Ticketleap and other resources. Enter information on the Yahoo notepad. Work as Box Office or DOD person on nights not filled by other Board members; secretary will advise. Maintain box office notebook and cash box. Keep a supply of season tickets, vouchers, box office reports, judging labels and envelopes, show tickets and related materials on hand.
- 4.2.3.3 House Care Committee: Shall Keep audience area, dressing room, kitchen and other common areas useable. (This does not excuse production cast and crews from cleaning these areas before during and after productions. Every production will be considered a member of this committee during the run of their show.) Mopping, sweeping, wiping

surfaces, notifying House Manager/treasurer when supplies of toilet tissue, paper towels, cleaning materials and other supplies run low. Emptying trash. Notify Treasurer when recycling piles up.

4.2.3.4 Office Committee: Shall maintain the appearance and function of the office area. Maintain and organize filing cabinets including archives, scripts, insurance info, audition forms, contracts, business license, computer equipment and supplies, desk supplies. Clean and organize all office cabinets and drawers at least three times a year. Take note of items of special concern like duct tape for restroom doors, card stock for creating tickets, scotch tape, writing implements, printer ink cartridges, DOD badges and the like.

4.1.4 Membership/Volunteer Coordinator: Shall be responsible for Membership/Volunteer information.

4.1.4.1 The Membership/Volunteer Coordinator shall be responsible for keeping the volunteer data base up to date, advise of the availability of volunteers for specific tasks and shall be responsible for encouraging membership and active participation in the functions of Patio; and for passing applications for membership to the treasurer. The treasurer will collect and process the funds involved, record the membership information and return the information to the Membership/Volunteer Coordinator for processing again. The records of the Membership/Volunteer Coordinator and those of the Treasurer will act as a check and balance to maintain the accuracy of the current membership/volunteer list.

4.1.4.2 The Membership/Volunteer Coordinator shall be responsible for presenting a slate of 10 to 30 potential Advisory Board Members for Board approval at the first Board meeting following the election.

4.1.5 Patio Playhouse Angels Committee: Shall be responsible for serving refreshments at Patio productions and activities and collecting donations for those refreshments including, but not limited to, brownies cookies, candies, coffee, water, and soda served in the concessions area. The Angels are also responsible for assisting the House Manager to keep the kitchen area clean and ready for food preparation. An Angel will also be present at each activity involving tickets to collect those tickets and pass out programs where applicable. The cash box and receipt of funds will be coordinated with the Treasurer.

4.1.6 Patio Playhouse Youth Committee: Shall be responsible for the production of Youtheatre plays and activities for developing and maintaining educational theater programs for youth. Works in conjunction with the Artistic Manager and the production crew for each Youth production. Follows same basic budget guidelines as those provided for Adult shows. While adult actors and crew may be involved in these productions, their primary goal is to encourage, educate, and showcase young (3 to 18 years of age) members of the Patio Playhouse community.

4.1.7 Public Relations Committee/Coordinator: Shall be responsible for working with the media and any other related private and public/community organizations as may be appropriate to promote awareness of Patio Playhouse functions and goals, subject to Board approval. The PRC shall be responsible for advertising and disseminating information approved by the Board subject to budget approval and available funding. The PRC will be responsible for the creation of the individual programs for each production.

- 4.1.8 Community Outreach Coordinator: Shall be responsible for structuring the promotional activities of Patio, including VIP nights, Membership Gala, and any other event planned by the corporation.
 - 4.1.9 Backstage Committee: Shall be responsible for maintaining props, costumes, lighting equipment, and any related materials required to maintain the backstage area and set for each production. This committee takes its direction from the Technical Manager.
 - 4.1.10 Annex Committee: Shall Maintain storage annex as a useable resource. Insure proper storage of costumes and props. Organize work parties 4 times a year to keep materials in useable condition. Assist in creation of website to advertise available materials to rent/loan. Support strike events. Teach rehearsal groups proper use of the annex. Develop system to maximize use of materials. Monitor condition of shelves, restroom, lighting and such.
 - 4.1.11 Playreading Committee: Shall Assist Artistic Manager and Patio Board of Directors with the selection of each season's shows. Criteria and process to be determined by Artistic Manager and selections approved by Patio Board of Directors. Ideally the season should be determined by late February so that the season can be approved by the Board in March, dates determined and rights procured in April, brochure created in May and season presented to membership in June. Typically patrons will be allowed to give input to committees' list of possible season selections.
 - 4.1.12 Judging Committee: Shall coordinate the selection of judges for each season, collecting judges packets, recording judges input, advising judges, creating member ballot, counting ballots, and creating trophies.
 - 4.1.13 Historical Committee: Shall archive and display past Patio productions and events. Create and maintain notebooks to place on display in bookcase in lobby showing press releases, head shots and other interesting information about Patio Playhouse history.
 - 4.1.14 Website Committee: Shall maintain the Patio Playhouse website.
- 4.2 Special Committees
- 4.2.1 Nominating committee: The 2nd VP shall chair a Nominations and Elections committee of no less than three members to be approved by the Board.
 - 4.2.1.1 The committee should be formed no later than the March Board meeting and submit the slate of nominees no later than the May Board meeting or at least 30 days before the general meeting / Membership Gala in June.
 - 4.2.1.2 The number of nominees must be equal to or greater than the number of Directors and Officers to be elected. All nominees shall have indicated their willingness to serve, an understanding of the responsibilities of office, and be eligible as described in the by-laws.
 - 4.2.1.3 Nominations shall remain open until the election, with provisions at the General Meeting/Membership Gala for nomination from the floor.
 - 4.2.1.4 The Nomination Committee shall mail out the ballots, arrange for collecting and counting those ballots, and combine the ballots with nominations and votes from the floor to determine the selected Board for the next season.

- 4.2.2 Banquet Committee: Shall set up dates and location for annual awards banquet. Coordinate with other committees to create smooth running enjoyable evening.
- 4.2.3 Additional Special Committees may need to be created as Patio faces challenges in the future. These Committees may become standing committees subject to needs and two-thirds affirmative vote of the Board. Temporary committees can be formed to address specific needs as approved by a simple majority.

5.0 AMENDMENTS

- 5.1 Proposed by-laws amendments shall be presented to the Board in written form for consideration at least ten days prior to the meeting at which adoption is proposed.
- 5.2 New by-laws may be adopted or these by-laws may be amended by a two-thirds affirmative vote of the Board of Directors.