

CONSTITUTION AND BYLAWS
OCTOBER 26, 2007 Revision
SHOESTRING COMMUNITY PLAYERS

01. ARTICLE 1 - ORGANIZATION

01.01. NAME OF ORGANIZATION

The name of this organization shall be: ShoeString Community Players, Incorporated. herein after referred to as SSCP.

01.02. CORPORATION

SSCP shall be a private, non-profit corporation under the laws of the State of Oregon.

01.02.01. STARTS

SSCP shall seek and maintain 501(c)3 status under the Internal Revenue Code, and shall strictly conform its practices to the same.

01.03. DEFINITIONS

Wherever the following words are used, the definition as outlined in the Bylaws applies:

01.03.01. GOVERNING BOARD

The Governing Board (or simply "Board") is the nine elected officers of SSCP.

01.03.02. ARTICLE

A constitutional subject header for Constitutional Paragraphs. It is the first two numbers ##. in the constitutional numbering system.

01.03.03. CONSTITUTIONAL PARAGRAPH

Any paragraph numbered ##.##. which is applicable to the previous article.

01.03.04. BYLAW

Any paragraph numbered ##.##.## which is applicable to the previous constitutional paragraph.

01.03.05. RESOLUTION

Any paragraph ##.##.##.## which is applicable to the previous bylaw.

01.03.06. BOARD

Wherever the word Board is used (capitalized) it shall refer to the Governing Board.

01.03.06.01

Each Board position title should be capitalized.

01.03.07. MEMBERSHIP

Wherever the word Membership is used (capitalized) it shall refer to the current dues-paid members of SSCP.

02. ARTICLE 2 – PURPOSE

02.01. OPERATION

The purpose of SSCP is to establish and operate a long—term, self-sustaining community theater.

02.02. OPPORTUNITY

SSCP will provide an opportunity and education for community members of all ages to participate in live theater and the associated theater arts.

03. ARTICLE 3 – MEMBERSHIP

03.01. ELIGIBILITY

Membership in SSCP shall be open to all persons or corporations who support the

purposes stated in ARTICLE 2

03.02. ESTABLISHMENT

Membership is established and retained by payment of annual dues.

03.02.01. MEMBERSHIP AWARDS

The Governing Board may choose to award membership to a person or corporation as payment for services rendered or as deemed appropriate.

03.02.01.01 PARTICIPATION AWARDS

The Governing Board may choose to award membership to all participants, or portion thereof, of any given play in recognition of their contribution to SSCP.

03.02.01.02 VALUE AWARDS

The Governing Board may choose to award membership to a person or corporation for services rendered. These services may be in the form of materials or manpower.

03.02.01.03 PLAYER OF THE YEAR

The Governing Board may choose to award special recognition to an individual for outstanding service to SSCP. These services will be based upon contributions made in any one given season.

03.03. AGE LIMIT

Only members 13 years of age and older may hold voting privileges in SSCP and may not hold a board position until 18 years of age.

03.04. MEMBERSHIP RIGHTS

Membership privileges include the following: Voting privileges in all SSCP general meetings, one vote per member. The right to eligibility for committee positions. The right to accept nomination for the Governing Board, serve if selected. The right to attend any ShoeString Board or Membership meeting.

03.05. MEMBERSHIP CLASSIFICATIONS

The following classifications outline the types of membership available in SSCP. All classifications exercise full rights of membership.

03.05.01 INDIVIDUAL MEMBERSHIP

Any single individual who pays dues, or is awarded membership by the Board, is an individual member of SSCP.

03.05.02 FAMILY MEMBERSHIP

Any family who pays family dues is a family member of SSCP. Family Groups comprise all members of any one household. A minimum of two people is required to qualify for family rate.

03.05.03 BUSINESS MEMBERSHIP

Any business that pays business dues is a business member of SSCP. The business membership is issued in the name of the business and may be exercised by one authorized member at a time, of that business.

03.05.04 HONORARY MEMBERSHIP

An person that has dues waived and is named a lifetime member of SSCP is an Honorary Member.

04. ARTICLE 4 - DUES AND FISCAL YEAR

04.01. AMOUNT

The amount of dues shall be that established by the Board. They shall be payable at or before the Annual Meeting of SSCP and shall be deposited in the General Treasury.

04.01.01. ANNUAL DUES

Annual dues for all individual members shall be determined by the board annually.

04.01.02 MEMBERSHIP TERM Membership begins the date dues are received by SSCP and expires one year from that date.

04.02. FISCAL DEFINITION

The fiscal year shall be January 1 through December 31.

04.02.01. GRANDFATHER CLAUSE

Members at the time this Constitution is adopted will retain membership until October 15.

05. ARTICLE 5 – MEETINGS

05.01. ANNUAL MEETING

The Annual Membership Meeting of SSCP shall be held during the month of October on a date set by the Governing Board.

05.01.01. ANNUAL MEETING PUBLICATION

The date and time of the Annual Membership Meeting shall be set no later than the August Governing Board meeting, and shall be published by direct mail to the membership not less than thirty days prior to the meeting date.

05.02. ANNUAL MEETING AGENDA

The Annual Meeting of SSCP shall elect members to the Governing Board as provided in Articles 6 and 7, establish a General Budget for the Corporation, and provide a forum as regards the overall program of SSCP.

05.03. BOARD MEETINGS

Other meetings of SSCP shall be called by the Governing Board at its discretion or by the request of ten or more members of SSCP.

05.03.01. ADDITIONAL MEMBERSHIP MEETINGS

The Governing Board may at any time call a Membership Meeting. The Membership Meeting so called may not convene less than twenty days from the day of the call. Notice of the meeting shall be by mail to all the membership. Such notice submitted to the post office shall be postmarked not less than fourteen days prior to the meeting date, shall be deemed sufficient notice.

05.03.02. PETITIONED MEMBERSHIP MEETINGS

Upon receipt by the President of a petition signed by ten or more members of SSCP, the President shall convene the Governing Board at the earliest practical date to set a date and a time for the Membership Meeting called for by the petition. Notice shall be given according to the procedure set forth in 5.03.01.

05.04. ANNUAL MEETING REQUIRED

The Governing Board shall call a Membership Meeting to amend the General Budget, approve the purchase or sale of real property, or to consider amendments of this Constitution and Bylaws.

05.05. ANNUAL MEETING LIMITS

At all Membership Meetings, other than the Annual Meeting, discussion and decisions shall be limited to those matters on the published agenda for the Meeting.

05.05.01 ANNUAL MEETING PUBLISHED AGENDA

With the notice of a Membership Meeting, date and time the Governing Board shall publish the agenda for that meeting.

05.05.02 ANNUAL MEETING AGENLA FIXED

The agenda for Membership Meetings other than the Annual Meeting shall not be changed either by amendment or addition.

05.06. ABSENTEE BALLOTS

Absentee ballots will not be accepted at any Membership Meeting, and Robert's Rules of Order shall prevail.

05.07. QUORUM FOR MEMBERSHIP MEETINGS

The quorum for a Membership Meeting shall be specified in the bylaws.

05.07.01 QUORUM DEFINED

The quorum for any Membership Meeting shall be ten members, including at least 51% of the members of the Governing Board.

05.08. OPERATION OF MEETINGS

The operation of meetings shall adhere to the following criteria:

05.08.01 ROBERT'S RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of SSCP.

05.08.02 MEETING AGENDA STRUCTURE

The following points will be covered at all meetings and in the order described:

1. Date, Time and Place of meeting.
2. Chaired by and Time meeting called to order
3. Roll Call of Board members.
4. Additional Members in attendance, Visitors, and/or total.
5. Presidents Report.
6. Secretary's Report including Minutes of previous meeting and Communications.
7. Financial Report.
8. Membership Report.
9. Special Projects Report.
10. Public Relations Report.
11. Maintenance Report.
12. Special Committee Reports.
13. Old Business.
14. New Business.
15. Elections.
16. For the good of the Players.
17. Set date/time of next meeting.
18. Adjournment time.

06. ARTICLE 6 - GOVERNING BOARD

06.01. NUMBER OF BOARD MEMBERS

The membership of SSCP shall elect nine persons to serve as members of the Governing Board.

06.02. TERM OF OFFICE

Members of the Governing Board shall be elected for two year terms. Four members shall be elected at the Annual meeting in even-numbered and Five members shall be elected in odd-numbered years.

06.03. BEGINNING OF TERM

The elected members of the Governing Board shall begin their terms on January 1st following their election.

06.03.01

Required to attend November and December Board Meetings without voting rights.

06.04. PRESIDENT

The President is the chief executive officer of SSCP and is responsible to see that SSCP fulfills its purposes in accord with this Constitution, the Bylaws, and the continuing resolutions. The President shall preside at all meetings of the Governing Board and at all Membership Meetings, unless he/she appoints another Governing Board Member to preside at a specific meeting or for a specific time.

06.04.0 1. AUTHORITY TO APPOINT COMMITTEES

The president shall have the authority to appoint committees at will. Any such committee appointed shall report directly to the president and shall terminate with the presidency.

06.04.02. SECRETARY

The Secretary is responsible to write and maintain the official records of SSCP. The Secretary will keep written minutes of all meetings of the Membership and of the Governing Board, cause Membership Meeting minutes to be published and distributed to the Governing Board on a timely basis. Keep accessible copies of these minutes, this Constitution, Bylaws, and continuing resolutions, for any member of SSCP, and receive and file the final written reports of production directors. The Secretary may appoint other persons to assist [e.g.. as archivist, recorder, etc.] in the task.

06.01.03. TREASURER

The Treasurer receives and deposits all monies received by SSCP and disburses them according to the directives and policies of the Governing Board, and shall provide the Board a complete report at each meeting. The Treasurer is responsible for ticket sale procedure for every performance. She/He may appoint other persons to assist in carrying out his/her responsibilities.

06.04.03.01 FINANCES

The receipt of any and all funds from any source in connection with SSCP shall be first cycled through the SSCP checking account for record keeping purposes. The disbursement of any and all funds from the checking account shall be approved by the Board.

06.04.03.02 DISBURSEMENTS

The spending or transferring of any funds from the SSCP accounts is to be pre-approved by a quorum of the Board. The only exceptions to this are as follows:

The monthly bills, including electricity, natural gas, fire insurance, or other insurance contracts, etc. do not have to be pre-approved if getting such approval would cause those bills to be paid in a "past-due" status. Money budgeted for any production or committee does not have to be pre-approved. All monies spent must be reported to the Board however.

06.04.03.03 SIGNATURES

Only the President, Treasurer, and Secretary are permitted to sign checks from any SSCP account. Any two people who are a married couple cannot sign.

06.04.04. MEMBERSHIP COORDINATOR

One member of the Governing Board shall be the Membership Coordinator, whose responsibility it shall be to maintain the membership files, prepare and send dues notices,

and recruit new members. The Membership Coordinator may appoint other persons to assist in carrying out his/her responsibilities.

06.01.05. MAINTENANCE COORDINATOR

One member of the Governing Board shall be the Maintenance Coordinator, whose responsibility it shall be to maintain in good order all properly belonging to or rented by SSCP, including care of all properties, sets, costumes, lights and sound equipment. The Maintenance Coordinator may appoint other persons to assist in carrying out his/her responsibilities.

06.04.06. PUBLIC RELATIONS COORDINATOR

One member of the Governing Board shall be the Public Relations Coordinator, whose responsibilities shall be to publish on a regular basis a newsletter to all members of SSCP and other interested persons. The Public Relations Coordinator additionally will provide for publicity for all SSCP productions, and arrange social events for the membership of SSCP. The Public Relations Coordinator may appoint other persons to assist in carrying out his/her responsibilities.

06.04.07. SPECIAL PROJECTS COORDINATOR

One member of the Governing Board shall be the Special Projects Coordinator, whose task it shall be to plan and execute fund raising projects, oversee and administer scholarships, and seek endowment funds from public and private agencies and foundations. The Special Projects Coordinator may appoint other persons to assist in carrying out his/her responsibilities.

06.04.08. PRODUCER

One member of the Governing Board shall be the Producer, whose task it shall be to plan and schedule production guidelines, manage directors, act as liaison between directors and the Governing Board, and make sure directors work within SSCP directives. The Producer may appoint other persons to assist in carrying out his/her responsibilities.

06.04.09. YOUTH COORDINATOR

One member of the Governing Board shall be the Youth Coordinator, whose task it shall be to act as the representative of students and youth under age 18 and their interests. The Youth Coordinator shall be a good-will ambassador to school-age youth and promote membership to the community youth. The Youth Coordinator may appoint other persons to assist in carrying out his/her responsibilities.

06.04.07.01. SCHOLARSHIPS

When income from concessions and productions warrant, SSCP will attempt to set aside \$500 yearly to be awarded to an eligible senior of either Scappoose, or St. Helens High School.

06.05. BOARD MEETING FREQUENCY

The Board shall meet monthly on a date established by Continuing Resolution. The Governing Board may meet more frequently as it deems necessary, by Continuing Resolution.

06.05.01. TELEPHONE, MAIL & ELECTRONIC BUSINESS

When deemed appropriate and necessary by the president, official business of SSCP may be conducted by telephone or mail or Electronic Communication Devices.

06.06. GOVERNING BOARD AUTHORITY

With the exception noted in Article 5.04., the Governing Board shall have full authority and responsibility concerning all aspects of SSCP.

06.07. VACANCIES ON THE BOARD

Vacancies on the Board may be filled by appointment of the President with a majority of the Board concurring. If the vacancy occurs during the first year of a term, the appointment shall be only until the next Annual Meeting, at which time the rest of the unexpired term will be filled by election.

06.07.01. VACANCIES OF THE PRESIDENT

If the Presidency is vacant, the Board shall first elect a President and then the Board shall appoint a person from the general membership to the vacant Board Position.

06.07.02. UNEXCUSED ABSENCES

If any Board member is absent from three consecutive meetings without a valid reason, that position may be vacated by a majority vote of the Governing Board and filled as outlined in these Bylaws. The Board member is expected to notify another Board member when they are unable to attend and state the reason why. No punitive measures are to be taken for absences of less than three consecutive meetings.

06.08. QUORUM FOR THE BOARD

51% of the members constitute a quorum for the Governing Board.

06.09. LIABILITY CLAUSE

No Governing Board member or uncompensated officer of SSCP shall be personally liable to SSCP or its members for monetary damages for conduct as a Governing Board member or uncompensated officer. This section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of liability is permitted shall affect the liability of a Governing Board Member or uncompensated officer for any act of omission which occurs prior to the effective date of the amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provisions of this Constitution or any agreement of SSCP of any law that eliminates or limits the liability of Governing Board members, officers, and others acting on behalf of SSCP.

07. ARTICLE 7 – ELECTIONS

07.01. NOMINATING COMMITTEE

The Governing Board shall appoint a nominating committee of three persons at least one month prior to the Annual Meeting. The nominating committee shall recruit qualified persons to stand for election to the positions on the Governing Board that are at end of term, according to the procedure defined in 6.02 and the Bylaws.

07.01.01. RECRUITMENT

The nominating committee shall recruit at least one person for each position requiring election.

07.01.02. REELECTION NOMINATION

Board members eligible for reelection shall be extended the courtesy of nomination. Such members may decline.

07.01.03. NOMINEE QUALIFICATIONS

The nominating committee shall prepare and make available at the Annual Meeting a brief summary of each nominee's qualifications. The nominee must be a current member of SSCP, or agree to bring their membership up to date prior to accepting office.

07.02. NOMINATION FROM THE FLOOR

Members present at the Annual Meeting may nominate from the floor other qualified

persons.

07.02.01. NOMINEE'S CONSENT

Persons so nominated must consent, verbally or in writing, to their nomination.

07.03. BALLOT MAJORITY

Members present at the Annual Meeting shall cast secret ballots until the required number of persons have received a majority. If three or more persons are nominated for a position and none receives a majority on the first ballot, the person receiving the least votes will not be considered on the next ballot. This procedure will be followed until one person achieves a majority.

07.04. TERM LIMITS

Board members may succeed themselves once, and after their second successive term must retire from the Board for at least one year.

07.05. CURRENT BOARD MEMBERS

Board Members holding office when this Constitution is adopted will continue in office as though elected under its provisions.

08. ARTICLE 8 - PRODUCTION AND FACILITY

08.01. SEASON

The Producer will set a production schedule for each season which shall begin January 1st and end December 31st of each year. The season's length and inclusive dates shall be determined by the Producer. A director shall be appointed by the Board for each production scheduled. The Governing Board may at any time change a production schedule and/or the director's assignments. The board must approve the budget of the Producer before the show will begin production.

08.01.01. DIRECTOR

The Director will be responsible for the selection and involvement of their production staff. The director will supervise all performers directly as it relates to performance and indirectly through his or her production staff. The Director must submit a budget to the Producer for the show he/she is directing. The Director may choose to have assistants which report directly to the Production Director. The production staff includes the following:

08.01.01.01 PRODUCTION MANAGER

The Production Manager will be responsible for coordinating all the other directors and as liaison between the Governing Board and the Director. Additionally, the Production Manager will either take direct responsibility for, or supervise the responsibilities of House Manager, Business Manager and Publicity Manager. The Production Manager will submit a profit and loss statement to the Governing Board at the conclusion of the production. A copy of this may also be provided to the Director.

08.01.01.02 MUSICAL DIRECTOR

The Musical Director will be responsible either directly or by supervision of the following responsibilities:

The Orchestra or Band Conductor, the Choral Director, and Vocal Coach.

08.01.01.03 ARTISTIC DIRECTOR

The Artistic Director will be responsible either directly or by supervision of the following responsibilities: Set Design, Backdrop Design, Costuming, and Makeup. Additionally, Art Design for posters, programs, and tickets.

08.01.01.04 CHOREOGRAPHER

The Choreographer will be responsible either directly or by supervision of the following responsibilities:

Any individual or group dance or artistic movement of a production.

08.01.01.05 TECHNICAL DIRECTOR

The Technical Director will be responsible either directly or by supervision of the following responsibilities:

Lighting Technician, Sound Technician, Properties Manager, and Stage Manager.

08.01.02 BUDGET FOR PRODUCTIONS

The budget submitted by the director must contain the following categories: Royalties, Set Construction, Publicity, Script-Poster-Ticket Printing, Costumes, Properties, lighting & Sound, Script Rentals, Concessions, Orchestra, Make-up, Building Rental and Janitorial Costs.

08.02. FACILITY & PROPERTY

The Governing Board shall supervise facilities and properties for SSCP.

08.02.01. FACILITIES

The Producer shall provide facilities for the live theater he/she produces. If property is rented or purchased for use exclusively by SSCP, the Board shall see to its maintenance, provide such necessities as the production company may require, and have general oversight of the physical plant in which the production is working. If arrangements are made to borrow a facility for a given production, the Board shall be responsible for its proper use.

08.02.02. PROPERTY

The Governing Board shall control properties purchased, rented, or borrowed by SSCP

08.02.02.01 INVENTORY

An inventory shall be maintained by the Maintenance Coordinator. Any property removed from SSCP control shall be signed for after approval of the Board or at the minimum, two members of the Board, excluding the person wanting the item, must be notified.

08.03. PRODUCTION CONTROL

SSCP shall act as producer of each production it sponsors, to wit: approve the production budget; handle production finances; together with the Producer, establish performance dates; issue and distribute tickets; provide publicity for the production; and handle house management.

08.03.01 ANNOUNCEMENTS, MAILINGS & NEWS

Any announcement, mailing or news release must adhere to and support the mission statement of SSCP.

08.04. ARTISTIC LICENSE

The Governing Board shall respect the artistic license of the directors it appoints and shall not interfere artistically with any production it has sanctioned. The Board shall serve as a committee of concern whenever there are problems relating to a particular production.

08.05. CANCELLATION

The Governing Board may cancel a scheduled production for due cause.

08.06. COMP TICKETS

The Governing Board may adopt the policy of awarding one comp ticket to each

participant in any given show for that same show.

08.07. SPONSORSHIPS

The Governing Board may offer sponsorships of any production or of SSCP directly. The rights and particulars of these sponsorships are set by the Board.

09. ARTICLE 9 - BYLAWS AND RESOLUTIONS

09.01. BYLAWS

Bylaws may be written to define or implement any Article and constitutional paragraph of this Constitution. No bylaw may or shall in any way be in conflict with this Constitution. Bylaws may be adopted, amended, or deleted by a majority vote of the membership present in any regular membership meeting. Such a proposed change shall be published as part of the agenda for the meeting at which the change is to be considered. The adopted bylaw, amendment, or deletion shall become operative thirty days following such a vote.

09.02. RESOLUTIONS

The Governing Board may adopt or rescind, by a majority vote of its membership, at any Governing Board meeting or Membership Meeting, continuing resolutions that state, explain and implement the Board's policies and procedures. No continuing resolution may or shall be in conflict with the Constitution or Bylaws.

10. ARTICLE 10- CONSTITUTION

10.01. ADOPTION

This Constitution shall be adopted when it has received the assent of sixty-seven percent of the membership of SSCP present at a membership meeting called to consider such adoption. Upon adoption this Constitution will replace and supersede any and all previous Constitutions and Bylaws.

10.02. AMENDMENTS

This Constitution shall be amended when a proposed amendment is read in a regular meeting of the membership, approved by a majority vote for reading at a Membership Meeting, and read and approved without change at the next Membership Meeting by a two-thirds majority of attending members, including Board members.

10.03. DISSOLUTION

Upon dissolution of SSCP, the Governing Board, after providing for the payment of all obligations, shall distribute any remaining assets to one or more non-profit, tax-exempt organizations of its choice.

10.04. STRUCTURE

Constitutional Articles are numbered #. Constitutional paragraphs are numbered ##.##. Bylaws are numbered ###.##.##. Resolutions are numbered ###.##.##.##. All numbering relates to the previous article, constitutional paragraph or bylaw.

SSCP Constitution Revisions & History

October 26, 2007 Annual Membership Meeting: Membership approved the following four amendments to the October 17, 2004 constitution, subsequent to the required notification and full membership meetings. The SSCP Constitution has been updated to include these revisions (03.04, 04.01.02, 05.03.01 and 10.02):

[Explanation: this is a cleanup of what SSCP currently offers for the members. This also further protects personal information maintained by SSCP]

03.04. MEMBERSHIP RIGHTS

Membership privileges include the following: Voting privileges in all SSCP general meetings, one vote per member. The right to eligibility for committee positions. The right to accept nomination for the Governing Board, serve if selected. The right to attend any ShoeString Board or Membership meeting.

~~03.04.01. MEMBERSHIP PRIVILEGES~~

~~Membership privileges include the following: A membership card. Discounts for tickets to ShoeString productions, which are set by each production staff, if applicable. Access to Shoestring databases for the purpose of obtaining personal stats for the requesting individual. Access to reserved sections at Shoestring Productions as set by each production staff, if applicable. The right to attend any ShoeString Meeting.~~

[Explanation: Instead of maintaining membership from October 15 to October 14 of the next year, SSCP needs to track membership from the date a member submits dues. This makes tracking easier and understandable to all members and the Board.]

~~04.01.02. DUE DATE~~

~~Dues are due on or by October 15. If October 15 falls on a Saturday or Sunday, dues are due by the following Monday.~~

04.01.02 MEMBERSHIP TERM Membership begins the date dues are received by SSCP and expires one year from that date.

[Explanation: Cleanup of language defining the option to call additional Membership meetings. The current phrasing is confusing, thus necessitating the replacement of ANNUAL with MEMBERSHIP]

05.03.01. ADDITIONAL ANNUAL MEMBERSHIP MEETINGS

The Governing Board may at any time call a Membership Meeting. The Membership Meeting so called may not convene less than twenty days from the day of the call. Notice of the meeting shall be by mail to all the membership. Such notice submitted to the post office shall be postmarked not less than fourteen days prior to the meeting date, shall be deemed sufficient notice.

[Explanation: The constitution currently restricts any constitutional amendments to the annual October meeting. The intention of this amendment is to allow the Board, along with a two-thirds majority of attending members, to amend our constitution at any time of the year, given

appropriate notification and input from the membership. This should help streamline our processes and allow us to fl ex with commonly accepted business practices and trends.]

10.02. AMENDMENTS

This Constitution shall be amended when a proposed amendment is read in a regular meeting of the membership, approved by a majority vote for reading at a Membership ~~Annual~~ Meeting, and read and approved without change at the next Membership ~~Annual~~ Meeting by a two-thirds majority of attending members, including Board members.