

Proposed changes to the Bylaws listed in red and underlined.

## STATEMENT SPECIFYING THE REASONS THE BOARD OF DIRECTORS RECOMMENDS BYLAWS ALTERATIONS AND AMMENDMENTS

The Snoqualmie Falls Forest Theater Board of Directors recommends the following proposed alterations to Snoqualmie Falls Forest Theater Bylaws, which were adopted on 04 November 2017, to:

- clarify ambiguous provisions of the Bylaws
- improve organizational functions
- comply with State law
- clarify procedures for election to the Board
- improve grammar and correct spelling and technical errors

Note: The numbering below does have intentional gaps in the sequence to allow for additional sections in the Bylaws without having to renumber the entire document for future alterations or amendments

### SNOQUALMIE FALLS FOREST THEATER BYLAWS

Adopted 04 November 2017

#### 1. **NAME**

- 1.1 In accordance with the Articles of Incorporation, the legal name of the organization shall be SNOQUALMIE FALLS FOREST THEATER.
- 1.2 The organization may also do business as SNOQUALMIE FALLS FOREST THEATER AND FAMILY PARK.
- 1.3 The organization may do business as SFFT, for informal and established usages only.

#### 2.0 **MISSION**

- 2.1 To produce family friendly theatrical productions and other entertainment.
- 2.2 To promote and educate the creative and performing arts as well as provide educational opportunities in creative and performing arts.
- 2.3 To encourage participation in outdoor and wildland stewardship;
- 2.4 To sponsor and host membership activity and fund-raising events;
- 2.5 To encourage controlled development of the Snoqualmie Falls area for public enjoyment.
- 2.6 To provide recreational facilities for members' use and enjoyment.

#### **3.0 ARTICLES OF INCORPORATION** *[Note, this section was in the previous Bylaws prior to 2017 and were in the draft that was voted on Nov 4, 2017 but were not included in the final version.]*

- 3.1 Snoqualmie Falls Forest Theater is organized as a corporation under the laws of the State of Washington.
- 3.2 The governing offices shall be located in Fall City, Washington.
- 3.3 This organization shall be a non-profit organization having no capital stock.
- 3.4 If there be any net earnings from activities, the same shall accrue solely to the organization and no part shall be for the personal benefit of any member.

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## **10.0 MEMBERSHIP**

### **10.1 Overview**

- 10.1.1 Membership in Snoqualmie Falls Forest Theater (“the organization”) shall be classified into five (5) categories, namely: General, Patron, Lifetime, Honorary, and Temporary.
- 10.1.2 Voting rights shall be part of General, Patron, and Lifetime membership.
- 10.1.3 Each family membership and each personal membership shall be entitled to only one vote on each matter submitted to a vote at any qualified meeting of the membership as specified in these Bylaws.
- 10.1.4 No member shall become vested of any right, title, or interest of, in, or to any property of the organization, except as provided by law.
- 10.1.5 No member shall be entitled to any refund of fees or dues upon severing their connection with the organization for any reason.
- 10.1.6 All memberships shall be deemed a privilege and shall not be subject to sale, transfer, assignment or inheritance.
- 10.1.7 Each member shall be entitled to access the organization’s property upon presentation of an annual fee as established by the Board.
- 10.1.8 Any member who fails to pay their dues for that membership year forfeits all rights and privileges of membership and will have their access disabled.

## **11.0 GENERAL MEMBERSHIP**

- 11.1 A General member shall be any person or family requesting such membership, submitting the appropriate application and dues as established by the Board, and elected to such membership by the Board of Directors.

11.1.1 For membership purposes, a family is designated as spouses/domestic partners and their minor (18 and under) children.

## **12.0 PATRON MEMBERSHIP**

- 12.1 A Patron member shall be any person or family requesting such membership, submitting the appropriate application and dues as established by the Board, and elected to such membership by the Board of Directors.

## **13.0 LIFETIME MEMBERSHIP**

- 13.1 A Lifetime member shall be any person or family requesting such membership, submitting the appropriate application and dues as established by the Board, and elected to such membership by the Board of Directors.
- 13.2 A Lifetime membership shall terminate at the death of the member or of both parents in the case of a family Lifetime membership.

## **14.0 HONORARY MEMBERSHIP**

- 14.1 The Board of Directors shall have the power to confer Honorary membership upon any person whom the members deem worthy of such a high distinction.
- 14.2 Honorary membership shall not exceed one percent (1%) of the total membership at the time of their election.
- 14.3 Twenty-five (25) or more voting members may nominate a candidate for Honorary membership by presenting in writing the reasons for such nomination to the membership Committee Chair. The membership Committee shall evaluate the

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nomination and forward it and their recommendation to the Board of Directors within sixty (60) days.

14.4 No voting rights shall be a part of Honorary membership.

#### **15.0 TEMPORARY MEMBERSHIP**

15.1 Upon approval of the Board of Directors, a Temporary membership may be provided free of charge to actors, production staff, and/or other temporary contractors for a period of not more than four months.

15.2 A Temporary membership shall terminate upon the completion of the Temporary member's project (end of the theater production or contractor's work on the premises is finished).

15.3 No voting rights shall be a part of Temporary membership.

#### **16.0 CARETAKER MEMBERSHIP**

16.1 The Caretaker(s) of the SFFT property living on the property shall be granted membership for as long as they are serving in the capacity of caretaker(s) and living on the property.

#### **20.0 APPLICATION FOR MEMBERSHIP**

20.1 All application for membership together with the appropriate fee shall be forwarded to the Membership Committee Chair.

20.2 The Membership Committee shall be responsible for reviewing the admissibility of each applicant and forwarding applications to the Board of Directors for election.

20.3 No applicant shall be granted a membership where there are three (3) or more dissenting votes to their election to the membership.

#### **21.0 DISMISSAL OF MEMBERS**

21.1 The Board of Directors may expel any member of any category who in its opinion had engaged in conduct rendering them unfit to continue as a member of the organization.

21.2 A two-thirds (2/3) vote of the entire Board of Directors shall be required for expulsion. Written notice of expulsion shall be mailed to the member within five (5) days after such Board action.

21.3 Any member may appeal their expulsion to the Board of Directors. Written notice describing the grounds for such appeal shall be mailed within ten (10) days of the post date of the notice of expulsion. The Board of Directors shall review the appeal at its next regular meeting. If the Board of Directors, in its sole discretion, determines that a hearing is warranted, the Board shall schedule a hearing at which evidence supporting and/or opposing the appeal may be considered. In the event such a hearing is scheduled, the Board of Directors shall issue its final decision on the appeal in writing within five (5) days of the hearing. Any expulsion shall remain in effect unless and until the member is reinstated by a two-thirds (2/3) majority vote of the entire Board of Directors.

#### **30.0 BOARD OF DIRECTORS**

Proposed changes to the Bylaws listed in red and underlined.

- 30.1 The Board of Directors may consist of up to thirteen (13) Directors who are voting members (General, Patron, Lifetime) of the organization.
- 30.2 To be eligible for election to the Board of Directors, a member must at the time of election, be a member in good standing for at least six (6) months.
- 30.3 Up to seven (7; ½ + 1) Directors may be elected each odd calendar year and up to six (6; 1/2) of the Directors may be elected each even calendar year. Each Director shall hold office for a period of two years. The newly elected Board of Directors shall hold its Organizational Meeting at the next Board meeting immediately following the election and certification of the election by the Teller Committee the Annual Meeting.
- 30.4 Should a vacancy occur in the Board of Directors, it may be filled by appointing and eligible member to serve the un-expired term. The appointee shall be nominated by the President and approved by a majority of the Directors voting.
- 30.5 Any Director may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors or by a majority vote of the membership at any regular or special meeting of the membership. Notice of the proposed removal must be given to such Director prior to the date of the meeting at which removal is to take place. Such notice to the Director must state the cause of the proposed removal.

**31.0 DUTIES OF THE BOARD OF DIRECTORS**

- 31.1 The Board of Directors shall be are responsible for the general management of the affairs of the organization.
- 31.2 The Board of Directors may establish, amend, or annul rules in accordance with the Articles of Incorporation and Bylaws for:
- A. Conducting the business affairs of the organization
  - B. Ordering of and conduct of Board of Directors meetings
  - C. Guiding its committees and staff in their work and reports.
- 31.3 Throughout the year, the Board of Directors may hold meetings at such places as the majority of Directors may from time to time determine.
- 31.4 The Board of Directors shall meet as often as is necessary to conduct the affairs of the organization, at a minimum of six (6) times per year. Special meetings may be called by the President. Special meetings may also be requested by any Director, provided that reasons for such special meetings, also naming along with the time and place of each meeting, must beare submitted to the Directors for their consideration and, if a majority of Directors approve, the meeting must be held.
- 31.4.1 Notices of Board meetings may be sent by electronic transmission to any Director that consents and gives the Secretary the address to which the transmission should be sent and the format in which it must be transmitted. A Director may revoke such consent by delivery of written notice of such revocation to the Secretary. The consent is presumed revoked if there is a failure to transmit two (2) consecutive notices and the person responsible for transmitting the notice is aware of such failures. Inadvertent failure to treat such transmission failures as a revocation shall not invalidate any meeting or action. Directors who do not consent to such electronic transmission shall have meeting notices sent to them by mail or fax.
- 31.4.2 Directors may use electronic transmissions to execute written consents, rather than a manual signature, provided that the transmission provides sufficient information to determine the sender's identity.

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- 31.4.3 The Board of Directors may act at a meeting or through unanimous written consent, including unanimous consents by email.
- 31.5 The Board of Directors may, by a majority vote of the Directors present, declare any elective office (Board of Directors member, officer, or committee chair) to be vacant upon the failure of its incumbent, for two (2) or more months, to perform the duties of office, and shall thereupon, fill the vacancy pursuant to Article 30.4
- 31.6 The Board of Directors may also appoint such other officers and agents, as it deems necessary for the transaction of the business of the organization. All such officers and agents shall respectively have such authority and perform such duties as may be delegated by the Board of Directors. The duties and authority of such officers and agents shall terminate with the occasion for which they were appointed.
- 31.7 The Board of Directors may at any time, at its discretion, remove any or all members of any committee except the nominating committee. Any vacancy arising from this, or any other cause, shall be filled by appointment by the President.
- 31.8 A minimum of five (5) members of the Board of Directors must be present, either in person, via on-line meeting, or via teleconference, to constitute a quorum for the transaction of business.
- 31.9 The Board of Directors shall have the power to confer, by majority vote of the Directors present, the position of Honorary Director to a member(s) of the organization in good standing whom the Board deems worthy of such a high distinction. Any member(s) considered for this position shall be a voting member of the organization that has previously served at least two (2) full terms as a Director and has remained a voting member in good standing for not less than ten (10) years. An Honorary Director shall serve the organization as an ex-officio advisor and shall have no Director voting rights. An Honorary Director shall receive notice of all Board of Directors meetings. At no time shall there be more than four (4) Honorary Directors serving the organization.

## **32.0 ELECTION OF BOARD OF DIRECTORS**

- 32.1 An election of eligible candidates for the Board of Directors shall occur each year and will be voted on by those members who have voting rights.
- 32.1.1 Eligible candidates must be a member in good standing for not less than six (6) months in the organization and has shown commitment to SFFT by participating as a volunteer at work parties, shows, and annual events or by serving on a Standing Committee, before being nominated as a candidate for the Board of Directors, and be nominated to the Board for consideration on the ballot. Nominations can be submitted by other members, self-nomination, or by the Nominating Committee.
- 32.1.2 Candidates for the Board of Directors will prepare a small biography to be included with the ballot.
- 32.2 Ballots shall be prepared and sent to the membership, dependent on due date.
- 32.3 When ballots are mailed or electronically transmitted, they shall be deemed delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid, or when they are sent an email address of a consenting member. with a request for receipt or some other form of electronic verification. *[Is this possible with our existing system? If not, should this be removed?]*

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- 32.4 Ballots are due on the date set, giving Membership no less than twenty-one (21) days from the ballot mailing to return or mail their ballot, electronically or by the United States Postal Service (US Mail), to Snoqualmie Falls Forest Theater.
- 32.4.1 Ballots may be sent by electronic transmission to any member that has consented to receive ballots by electronic transmission and has given the Secretary the address to which such transmission should be sent and the format in which must be transmitted. A member may revoke such consent by delivery of written notice of such revocation to the Secretary. The consent is presumed revoked if there is a failure to transmit two (2) consecutive ballots and the person responsible for transmitting the notice is aware of such failures. Inadvertent failure to treat such transmission failures as a revocation shall not invalidate any election or action. Members who do not consent to such electronic transmission shall have ballots sent to them by mail or fax.
- 32.4.2 Receipt of electronically transmitted ballots shall be handled in the same manner and on the same schedule as printed ballots.
- 32.4.3 Members may use electronic transmissions to execute written consents, rather than a manual signature, provided that the transmission provides sufficient information to determine the sender's identify.
- 32.4.4 Ballots will be tallied and certified by the Teller Committee. The results will be submitted to the Board of Directors prior to the next Board meeting after the election, the Annual Meeting.
- 32.4.5 The results of the election will be presented to the membership electronically or by mail, as well as at the Annual Meeting.
- 32.5 The newly elected Board shall take office at the Organizational Meeting (first Board Meeting after the election).

### **33.0 ELECTION OF OFFICERS**

- 33.1 Corporate officers shall be elected by the Directors from among their number who have served as a Director for a term of at least six (6) months. At the Board of Directors Organizational Meeting, a President, Vice-President, Secretary, and Treasurer shall be elected.

### **34.0 PRESIDENT**

- 34.1 The President shall be the chief executive officer of the Corporation.
- 34.2 The President shall:
- A. Preside over all meeting of the Board of Directors and membership.
  - B. Nominate the chair of each standing committee, except the Finance Committee, and act as the vice-chair of the Finance Committee.
  - C. As chief executive, be vested with the authority to issue directives for the purpose of conveying operating instructions that are necessary to fulfill the duties of this office. At all times, these directives are to be in accordance with the Bylaws.
- 34.3 The President may from time to time create ad hoc committees and appoint a committee chair. Ad hoc committees may have any members that the President or committee chair specifies, and may have any reporting arrangements specified by the President at the time of committee establishment. Ad hoc committees shall be dissolved at the discretion of the President.

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34.4 The President will ensure that the required state and federal regulatory reporting (IRS, annual reports, corporate records, etc.) are completed each year by following up with each responsible party.

**35.0 VICE-PRESIDENT**

35.1 The Vice-President shall perform the duties of the President during absence of the President, or in the event that the President is incapacitated. These duties include presiding over Board meetings, calling special meetings, nominating replacement Directors, and all other duties of the President as set forth in the Bylaws.

35.2 The Vice-President shall perform such other duties as may be delegated to them by the Board of Directors.

**36.0 SECRETARY**

36.1 The Secretary shall keep the minutes of all Board of Directors and membership meeting, which shall be printed and signed by the Secretary.

36.2 The Secretary shall sign all corporate records and documents where their signature shall be lawfully required.

36.3 The Secretary shall safely keep in their custody the Seal of the Corporation and shall have the authority to affix same to all instruments where its use is required.

36.4 The Secretary or other Board Officer shall give written notices, as required by statute, Bylaws, or resolution, of the time, place, and purpose of general or special meeting of the Board of Directors or the membership.

36.5 The Secretary shall perform such other duties as may be delegated to them by the Board of Directors.

**37.0 TREASURER**

37.1 The Treasurer shall have custody and keep accounts of money, funds, and property, and shall render such account and present such statements to the Directors and the President as may be required of them.

37.2 The Treasurer shall pay out money as business may require upon the order of properly constituted officers of the organization, taking proper vouchers thereof.

37.3 Each check, note, order, or other instrument for withdrawing money from bank accounts must bear a signature of the President, Vice-President, Secretary or Treasurer.

37.4 All funds received by any person for the organization shall be delivered to the Treasurer.

37.5 The Treasurer shall be the chair of the Finance Committee.

37.6 The Treasurer shall perform, in addition, such other duties as may be delegated by the Board of Directors.

37.7 The Treasurer shall present written reports of the financial conditions of the organization at each Board of Directors meeting and prepare the annual report to be submitted to the State of Washington.

**40.0 STANDING COMMITTEES**

40.1 The Board of Directors, at its annual organizational meeting shall choose from its number, chairpersons for the following standing committees:

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- A. Production
- B. Membership
- C. Property
- D. Food Services
- E. Fund Raising
- F. Publicity
- G. Events and Property Reservations

- 40.2 Members of standing committees shall be voting members of the organization.
- 40.3 The chairperson (chair) of standing committees shall be responsible for coordinating the work of their committee with that of each of the other committees.
- 40.4 The chair of all standing committees shall submit a report at each meeting of the Board of Directors. This report shall recount their committee's activities and accomplishments since the last report.
- 40.5. The chair of all standing committees shall present to the Finance Committee, ninety (90) days prior to the end of each fiscal year, a proposed budget for the following year.

#### **41.0 FINANCE COMMITTEE**

- 41.1 the Finance Committee shall prepare an annual budget covering the operation of the organization for the fiscal year and shall make recommendations to the Board of Directors and advise it upon financial questions.
- 41.2 The Finance Committee shall present the annual budget for the following year to the Board of Directors sixty (60) days prior to the end of each fiscal year. The Board of Directors shall approve a budget prior to the end of the fiscal year.
- 41.3 The Finance Committee shall oversee all fiscal management procedures, including accounting procedures and reports.
- 41.4 The Finance Committee shall supervise the balance of revenue and expenditures and shall alert the Board of Directors to financial problems and trends that in any way threaten the objective of balancing expenditures of revenue.
- 41.5 When the budget has been adopted by the Board of Directors, no expenditures may be made, or liabilities incurred in excess of the budget provisions, unless approved by a majority of the Board of Directors.
- 41.6 The Finance Committee shall establish, with the approval of the Board of Directors, compensation rates and terms of office for all positions. The term of office and remuneration remuneration(payment for service), if any, for of all salaried positions shall be established by the Finance Committee and approved by the Board of Directors. [Currently, there are no salaried positions at SFFT.]

#### **42.0 MEMBERSHIP COMMITTEE**

- 42.1 The Membership Committee shall be responsible for devising and carrying into effect, with the approval of the Board of Directors, methods to increase and retain membership of the organization in accordance with these Bylaws.
- 42.2 The chair of this committee shall keep a list of all officers and members, including records of dismissals and withdrawals.

#### **43.0 PRODUCTION COMMITTEE**

- 43.1 The Production Committee shall plan, evaluate, and oversee all production activities of the organization except those having fund raising as their sole purpose.

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43.2 The Production Committee shall, with the approval of the Board of Directors, set schedules, find sites, and oversee all arrangements for such productions.

**44.0 PROPERTY COMMITTEE**

44.1 The Property Committee is responsible for the development and maintenance of all lands and physical property owned, leased, or otherwise use by the organization.

44.2 The Property Committee shall prepare and execute, subject to Board of Directors and membership approval as required, a development and building program to accomplish the purposes of the organization and in compliance with statues, Bylaws, governing documents, and direction from the Board of Directors.

44.3 The Property Committee shall, subject to Board of Directors' approval, authorize the services of architects, engineers, surveyors, contractors, or others to be retained for the purposes of accomplishing the building and development program.

**45.0 FOOD SERVICES COMMITTEE**

45.1 The Food Services Committee shall have full responsibility for providing the necessary food and food service at all organization functions, excluding private events, at which food will be served.

45.2 The Food Services Committee shall prepare, for approval of the Board of Directors, a good food service plan for each function and shall recommend food concessions for specific functions. Arrangement with concessionaires regarding service, utilities requirements, and fees shall be negotiated by the chair or their designated agent, and shall coordinate with other affected committees.

45.3 When food service is being prepared and served by the organization, the Food Services Committee is responsible for ensuring full compliance with health department requirements.

A. Submit all required documentation and fees for food and liquor permits.

B. Deep clean kitchen and storage areas, as well as ensure that appliances are in working order.

C. Ensure that the kitchen lead has a current food handlers permit and a copy of such permit is posted

D. Ensure that all food service volunteers follow current food handling requirements.

**46.0 FUNDRAISING COMMITTEE**

46.1 The Fundraising Committee shall be responsible for devising and carrying into effect, with approval of the Board of Directors, methods to raise money for the organization. These efforts my include fundraising programs, and events, and grant writing.

46.2 All efforts to raise funds for the organization shall be under the direction of the Fundraising Committee.

**47.0 EVENTS AND PROPERTY RESERVATIONS COMMITTEE**

47.1 The Events and Property Reservations Committee shall be responsible for coordination of all event-related usage of the site (with the exception of the theater production), including contracts, scheduling with Food Services Committee, and scheduling Board of Directors approval and presence during the event.

47.2 The Events and Properties Reservations Committee shall be responsible for scheduling campsite reservations, ensuring that there is compliance with the King

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County camping requirements, all applicable country, state, and federal requirements (e.g., burn bans), in accordance with our land use permit (maximum of 50 campers per night in designated campsites), and that camping sites are administered to for the benefit of all interested members and their guests.

#### **48.0 PUBLICITY COMMITTEE**

48.1 The Publicity Committee shall be responsible, with the approval of the Board of Directors, for communications with the general public and the media regarding the organization's activities, programs, and other note-worthy events, and for promoting the welfare of the organization.

48.2 The Publicity Committee shall be responsible for periodic publication of the organizations newsletter, web site, and other electronic and printed material.

48.3 All media releases and advertisements shall be issued under the direction of this committee.

#### **49.0 NOMINATING COMMITTEE**

49.1 At the Board of Directors Organizational Meeting, the President shall appoint three (3) members to a Nominating Committee.

49.2 The Nominating Committee, throughout the year, shall accept applications for prospective Board members, which may be submitted by any voting member.

49.3 The Nominating Committee shall prepare a ballot sixty (60) days prior to the Board elections and shall arrange distribution of same to the membership.

49.4 After preparation of the ballot, the members of the Nominating Committee shall be discharged.

#### **50.0 TEMPORARY COMMITTEE**

50.1 The Board of Directors may create temporary committees and chose from its members a chair of each such committee

#### **51.0 TELLER'S COMMITTEE**

51.1 The President shall appoint three (3) members to a Teller's Committee prior to the Board elections.

51.2 The Teller's Committee shall be responsible for receiving and counting ballots and certifying the election results. The results will be submitted to the Board of Directors prior to the next Board meeting after the election. at the Annual Meeting. The results of the election will be also presented to the membership electronically or by mail, as well as at the Annual Meeting.

51.3 The members of the Teller Committee shall be discharged after the election results are presented to the Board of Directors. at the Annual Meeting

#### **60.0 STAFF POSITIONS**

60.1 The Board of Directors shall establish staff management positions it shall deem necessary for accomplishment of the purposes of the organization.

60.2 The Board of Directors shall establish the For duties, responsibilities, and authority for each staff management position. shall be established by the Board of Directors.

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**70.0      MEMBERSHIP MEETINGS**

70.1      The President shall call and annual meeting of the voting membership within the first half of each calendar year and shall preside at said Annual Membership Meeting.

70.2      The purpose of the Annual Membership Meeting shall be to:

- A. Acquaint the membership with the financial and material condition of the organization.
- B. Acquaint the membership with the results of the past season's program and the coming season's program
- C. Present a capital improvement program for the coming year for membership approval.
- D. Announce the Directors elected in accordance with Article 32.
- E. Any other purpose which the Board of Directors may decide.

70.3      The voting membership shall be notified of the date, time, and place of the Annual Membership Meeting a minimum of twenty-one (21) days prior to said meeting. This notification may be included in the preceding newsletter or other special mailing. Notice may be sent by electronic transmission to any member that has consented to receive notice by electronic transmission and has given the Secretary the address to which such transmission should be sent and the format in which must be transmitted. A member may revoke such consent by delivery of written notice of such revocation to the Secretary. The consent is presumed revoked if there is a failure to transmit two (2) consecutive ballots and the person responsible for transmitting the notice is aware of such failures. Inadvertent failure to treat such transmission failures as a revocation shall not invalidate any meeting or action. Members who do not consent to such electronic transmission shall have notice sent to them by mail or fax. Contents of the notice may be posted to an electronic bulletin board or website provided that all members have been sent a notification of the electronic bulletin board or website by mail or electronic transmission.

70.4      Additional membership meetings may be called for any purpose at the discretion of the Board of Directors.

70.5      The Secretary or other officer, will notify the voting membership of all additional meetings a minimum of twenty-one (21) days prior to said meeting. Notification shall be coordinated through the President. Notices will be deemed delivered when deposited in the United States Mail addressed to a member at their address as it appears on the records of the corporation or via electronic transmission if the member has consented to such form of communication, pursuant to Article 70.3 above. The written notice will include the day, hour, and place of each special membership meeting.

70.6      Members in attendance at any qualified membership meeting shall constitute a quorum for the transaction of business except as provided by the Bylaws. A majority vote of the voting members present shall determine and decide any issue, except as set forth elsewhere in these Bylaws.

70.7      Failure of any member to receive notice of any meeting shall not invalidate any action, which may be taken by the members at any meeting.

70.8      The order of business at any meeting of the members shall be essentially as follows, except as otherwise determined by the members at such meetings.

- A. Call to order.

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- B. Report on the number of voting members present
- C. Reading of the notice of the meeting and proof of the publications or mailing thereof.
- D. Presentation and consideration of reports by officers and committees, as necessary.
- E. The special business of the meeting.
- F. Unfinished business.
- G. New Business.
- H. Adjournment.

**70.9** Decisions relative to the following items are reserved for a vote of the membership; the Board of Directors may recommend a course of action, but may not commit the organization relative to:

- A. Any change in the Bylaws.
- B. Any change in the Articles of Incorporation
- C. The acquisition of the disposition of Real Property.
- D. Major building programs

**70.10** The President may, at his or her discretion, refer to any question to a vote of the membership provided the Board of Directors has not taken any stand on the question.

#### **80.0 THE SNOQUALMIE FALLS FOREST THEATER ENDOWMENT FUND**

**80.1** An endowment fund, in the name of Snoqualmie Falls Forest Theater Endowment Fund, shall be established for the purpose of enhancing the financial positions of the organization.

**80.2** The income from the fund, once it is fully endowed (\$100,000), may be used at the Board's discretion.

**80.3** The principal of the fully endowed fund shall not be diminished for purchases or expenditures.

**80.4** The fund may be used as collateral for a commercial loan or as a loan agent to the organization. When the fund is used as a loan agent, the following are required provided that:

- A. Sufficient plan and regular schedule for repayment is established.
- B. Fair and reasonable interest is repaid into the fund along with the principal.
- C. Loans are made with unanimous approval of the Board.
- D. The term of the loans shall not exceed five (5) years.
- E. The loans shall be reported as a self-loan on the financial reports of the organization.
- F. Loans shall not default, but shall remain a continuing obligation of the organization until repaid in full.

**80.5** No commercial lien or incumbrancer shall be secured by these funds. *[Note: See 80.4 - the loan for the caretaker's residence was secured with part the endowment fund, which was split into 3 interest bearing CDs. When the loan was paid off, the 3 CD's were consolidated at a higher interest rate.]*

**80.5** The fund will be administered by the Finance Committee.

**80.6** The Finance Committee report will include information regarding this fund.

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**90.0 BYLAWS ALTERATIONS AND AMENDMENTS**

- 90.1** Proposed alterations or amendments to the Bylaws shall be presented by the Board of Directors to the membership at the same time as the notice of the membership meeting at which such proposed alterations or amendments are to be considered by the membership: but not less than twenty-one (21) days prior to that meeting.
- 90.2** Accompanying the proposed alterations shall be a statement specifying the reason why the alterations or amendments are being proposed.
- 90.3** Any member may propose alterations or amendments to the Bylaws by securing the signatures of not less than twenty-five (25) voting members to a petition in which the proposed alterations or amendments are set forth, said petition to be presented to the Board of Directors for presentation to the membership at the next membership meeting.

**END OF BYLAWS**