

WHIDBEY ISLAND DANCE THEATRE BY-LAWS

ARTICLE I – NAME

Section 1. The name of the organization shall be WHIDBEY ISLAND DANCE THEATRE Incorporated.

ARTICLE II – PURPOSES

Section 1. To operate without profit so that no part of the net earnings or assets of the Organization shall be distributed to any private individual.

Section 2. Whidbey Island Dance Theatre seeks to be a significant cultural resource for the Whidbey Island community and it's visitors, while providing dancers the opportunity for personal growth and achievement by adhering to the highest possible standards of artistic training and choreography.

ARTICLE III – PARTNERSHIP

Section 1. Subject to approval of the Board of Directors, any person at least 18 years of age is eligible for partnership upon payment of annual dues. Each partnership shall entitle the Partner to one (1) vote. Partner must be present to vote; no absentee or proxy voting shall be accepted.

Section 2. Partners shall be classified by levels. Annual dues for each partnership level shall be determined by the Board of Directors. Dues must be paid by legal tender; trades shall not be accepted.

Section 3. Partnership term shall run for one (1) calendar year from the first (1st) of the month of payment. Partnership dues will not be prorated.

Section 4. A Partner may be expelled by a two-thirds (2/3) vote of the entire Board Of Directors for conduct prejudicial to the best interests of the Company. Expulsion shall not become effective until said Partner has been provided with a statement of the charges in writing together with an opportunity to present a defense at a hearing, either before the Board or a committee appointed by the Board, prior to final action.

ARTICLE IV – PARTNERSHIP MEETINGS

- Section 1. The annual meeting of the organization shall be held each year in May. Notice of the time and place of the meeting shall be posted in the South Whidbey Record, on the WIDT website, and on the WIDT Information Board at least two weeks in advance.
- Section 2. A quorum to transact business at partnership meetings shall consist of at least 10% of partners in good standing. A Partner in good standing shall be current with their dues and have become a partner at least thirty (30) days prior to any membership meeting.
- Section 3. Partners shall have the right to elect Board Directors, remove Board Directors and amend By-Laws. In any other matter, any vote of the partnership shall be only on the advice of the Board of Directors. Voting for Board members shall occur by written ballot.
- Section 4. Special meetings of the Partnership for a specific purpose may be called at any time by the Board of Directors or by the request of at least 10 Partners. Notice of any such special meeting must be posted in the South Whidbey Record, on the WIDT website, and on the WIDT Information Board at least two weeks in advance. The meeting's specific purpose must be stated in the notice and no other business shall be transacted thereat.
- Section 5. Sixty days prior to the Annual Meeting, the President shall appoint a Nominating Committee to set up a slate of nominees to be elected to the Board of Directors at the Annual Meeting. Other candidates, nominated by the partnership from the floor may be added to those selected by the Nominating Committee provided that the nominee's willingness to serve has been determined in advance of the nomination.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. Control and operation of this organization shall be vested solely in the Board of Directors.
- Section 2. Board Members shall be elected at the Annual General Partnership Meeting. The term of office for each Board Member shall be 13 months, thus one month beyond the election of his/her successor. The term of office shall run from July 1st of the year elected to July 31st of the next year. A Board Member may run for re-election indefinitely.
- Section 3. A meeting of the Board of Directors shall be held immediately following the Annual General Partnership Meeting whereat such Directors were elected. Thereafter, regular meetings shall be held at least once every one or two months on a day to be determined by the President with at least 10 days advance notice being given for each meeting.
- Section 4. Board Members are required to notify the President or the Secretary if they are unable to attend a meeting. Unexcused absences from three meetings within a year shall constitute cause for removal.
- Section 5. Board Members may be removed from office for conduct prejudicial to the best interests of the Company by unanimous vote of the remaining Board Members, or by a two-thirds majority vote of Partners present and in good standing at a general partnership meeting, provided that they constitute a quorum as stated in Article IV, Section 2.
- Section 6. Vacancies on the Board of Directors caused by resignation or by removal from office shall be filled from the general partnership by a majority vote of the remaining Board Members, even if less than a quorum. A successor Board Member so elected shall complete the unexpired term of his/her predecessor. Note: a Director removed from office by the partnership may not be so re-elected, but must stand for election at the next Annual Meeting if he/she should desire reinstatement.

ARTICLE VI – OFFICERS of the BOARD OF DIRECTORS

- Section 1. Officers shall consist of a President, a Vice President, a Treasurer, a Secretary, and not fewer than 3 or more than 6 additional Partners at large.
- Section 2. Officers shall be elected by ballot at the first Board of Directors meeting after the annual partnership meeting. Term of office shall be one year with re-election possible.
- Section 3. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 4. The President shall preside at all general and Annual Meetings and all meetings of the Board of Directors and shall be responsible for the execution of all decisions of the Board of Directors. He/She shall appoint all standing and special committees or chairpersons thereof. The president shall remain neutral on all matters before the Board and shall not vote except to break a tie.
- Section 5. In the absence or temporary disability of the President, the Vice President shall perform all the duties of the President.
- Section 6. The Treasurer shall have supervisory responsibility of the funds of the corporation, keep a detailed record book, present unaudited monthly, and annual reports and prepare all fees and bills. He/She shall deposit any funds in a bank designated by the Board of Directors. Two Executive Officers shall sign all checks. The Executive Committee shall be given authority to authorize up to \$250.00 expenditures with notice given to the full board at the next regular meeting. The accounts of the Treasurer shall be analyzed annually by a committee of three appointed by the President.
- Section 7. The Secretary shall record and maintain the minutes of all meetings of the Board of Directors and of the organization, and shall give, or cause to be given, notice of all meetings of the Board and the Annual or any Special Meeting of the company.
- Section 8. Artistic Director(s) of this company shall be appointed by the Board of Directors, and shall also serve as advisor(s) to the Board of Directors but shall not vote. Artistic direction of this company shall be vested solely in the Artistic Director(s), who may be removed by a two-thirds (2/3) majority vote of the Board of Directors. Expulsion shall not become effective until the Artistic Director(s) has (have) been provided with a written statement of the Board's concerns/charges together with an opportunity to present a defense at a hearing before the Board prior to final action.

ARTICLE VII – MISCELLANEOUS

- Section 1. No officer, Committee or Partner may incur any expense or obligation chargeable to the Company, except as authorized by the Board of Directors..
- Section 2. These By-Laws or any Article or Section may be amended or repealed by a two-thirds majority vote of Partners present and in good standing at a general partnership meeting, provided that they constitute a quorum as stated in Article IV, Section 2.
- Section 3. Roberts’s Rules of Order shall govern all meetings of the Company except when they conflict with these By-Laws or with the Laws of the State of Washington.

ARTICLE VIII – DISSOLUTION

- Section 1. This corporation may be dissolved by an affirmative vote of two-thirds (2/3) of all Partners present and voting at a meeting called for that purpose.
- Section 2. In the event of dissolution of the Corporation in any manner or for any cause, any assets of the Corporation, remaining after payment of all debts and obligations of the Corporation, shall be donated to one or more non-profit artistic institution(s) or organization(s) as determined by the Board of Directors.

THESE BY-LAWS HAVE BEEN REVISED AND APPROVED BY THE
BOARD OF DIRECTORS AND ADOPTED BY THIS CORPORATION ON
JUNE 5TH, 2006.

I HEREBY CERTIFY THAT THESE ARE THE ACCURATE BY-LAWS OF
WHIDBEY ISLAND DANCE THEATRE, INCORPORATED.
