

**THE NEW RENO LITTLE THEATER, INC.
BYLAWS**

ARTICLE I. NAME

The name of this organization shall be The New Reno Little Theater, Inc., hereinafter called RLT.

ARTICLE II. PURPOSE AND POLICIES

Section 1.

RLT's mission is to create exceptional theatrical experiences that inspire, entertain, and strengthen our community through artistic engagement and collaboration.

Section 2.

This organization is a tax-exempt corporation and shall be nonprofit, nonsectarian, and nonpolitical in all its policies and activities. This corporation is organized exclusively for the purposes stated above within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1. Types of Membership

a. Annual: Annual Members shall consist of staff, board members, volunteers, program participants, and audience members. Members 18 and over shall be eligible to vote at all general membership meetings.

b. Life: A Life Membership shall be bestowed on an individual who is deemed by the Board of Directors to have provided RLT with an exceptional contribution of time or other service, or who has made a donation of an amount which will be determined by the Board. Life Members shall be eligible to vote at all general membership meetings.

Section 2. Annual Meetings

At least one meeting of the general membership shall be held annually, on or before July 31, at which elections will be held for the Board. Notice of this meeting shall be published at least 30 days in advance.

Section 3. Special Meetings

Special meetings of the membership may be called by the Board Chair after due consultation with the Board, or as requested by a minimum of ten members in writing to the Board at least seven

days in advance of the proposed meeting date. Members must be notified of this meeting at least three days in advance.

Section 4. Voting Quorum

For all general membership meetings, the voting quorum shall be twenty members comprised of Board, annual and life members.

Section 5. Proxy Voting

Proxy voting and absentee ballots of the general membership shall not be allowed.

ARTICLE IV. GOVERNING BODY

Section 1. Board of Directors

The governing body shall be a Board of Directors, hereinafter called “the Board,” consisting of nine to thirteen members.

Section 2. Board Authority

a. Only the full Board shall have complete authority regarding the policy and activities of RLT. The Board’s authority includes taking any lawful action which is necessary and proper for the sound governance of RLT so long as such action is consistent with these Bylaws.

b. Board member duties and responsibilities will be defined by the Board of Directors Agreement which will be maintained and updated by the Governance Committee.

c. The Board shall have authority to fill a specific need on the Board by making a temporary appointment of up to one year.

d. The Board approves the annual budget, the creation of new staff positions, and staff pay rates for the operations of RLT.

Section 3. Term

Directors elected at the annual meeting will serve a term of three years. Individuals may be reelected to the Board, but may only serve two consecutive terms. Terms separated by one year or more shall not be considered consecutive.

Section 4. Regular Meetings

Regular meetings of the Board shall be held a minimum of six times per fiscal year.

Section 5. Special Meetings

Special meetings of the Board may be called at any time by the Chair or by any two Board members by request to the Chair. At least three days’ notice shall be given for all special meetings, except in an emergency.

Section 6. Quorum Defined

A simple majority of the Board members shall constitute a quorum.

Section 7. Voting

- a. Proxy voting shall not be allowed.
- b. Absentee voting may be allowed in certain circumstances to be determined by the Board Chair on a case-by-case basis.
- c. Votes for action by unanimous written consent, without a meeting, shall be allowed in the case of an emergency, determined by the Board Chair.
- d. Any matter subject to a vote of the Board shall be passed by a simple majority of a quorum of the Board at a noticed meeting pursuant to Article IV, Section 4 or 5; or via electronic ballot, by a majority of the Board, without a meeting, so long as notice consistent with Article IV, Section 5 is given to the Board.

Section 8. Vacancies

A vacancy on the Board of elected directors shall be filled by a majority vote of the Board. The appointee shall complete the term being filled. The fulfillment of a vacant term of more than eighteen months counts towards the two consecutive term limit.

Section 9. Removal

- a. Any Board member may be removed by a 3/4 vote of the remaining Board.
- b. The Board member whose removal is sought shall be given the opportunity to be heard in their own defense including use of the Grievance Procedure, prior to any vote for removal.

ARTICLE V. INDEMNIFICATION

The Board shall cause RLT to purchase and maintain insurance on behalf of, or may indemnify, any person who is or was a director, officer, employee, or agent (including a volunteer) of RLT; or is or was serving at the request of RLT as a director, trustee, or officer of another corporation; or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Nevada, whether or not the corporation would have the power to indemnify such a person.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- a. The Governance Committee, with advice from and consent of the Board, shall present a slate for elected Board members to the membership.
- b. Nominations may come from the floor at the annual meeting.

Section 2. Election

- a. Election of Board members shall take place at the annual membership meeting.
- b. Election of Board members shall be by secret ballot except in the case of a single slate. A simple majority vote of those present shall be necessary to elect.

ARTICLE VII. OFFICERS AND THEIR DUTIES

Section 1. Officers

The Board officers shall be the Chair, Vice-Chair, Secretary, and Treasurer. Officers shall be elected at the first Board meeting of the fiscal year and shall serve a term of one year.

Section 2. The Chair shall

- a. preside at all meetings of the Board and/or the membership;
- b. vote only in the case of a tie;
- c. appoint standing committee chairs with Board approval;
- d. be an ex-officio member of all standing committees and de facto member of all committees;
- e. be an authorized signer on RLT bank accounts;
- f. be authorized to sign legal documents;
- g. be chair of the Governance Committee.

Section 3. The Vice-Chair shall

- a. preside at meetings in the absence of the Chair or at the request of the Chair, in which case the Vice-Chair shall not vote unless in the case of a tie;
- b. be an authorized signer on RLT bank accounts;
- c. be authorized to sign legal documents.

Section 4. The Secretary shall

- a. keep an accurate record of all meetings of the Board and membership;
- b. notify Board members of special meetings or changes to the regular schedule;
- c. record attendance at Board meetings and notify any Board member who has missed three consecutive meetings without either prior notice or a reasonable excuse, and notify the Board on the occasion of the fourth missed meeting;
- d. in the absence of the Chair and Vice-Chair, start the meeting and take the vote for an acting Chair for that meeting.
- e. be an authorized signer on RLT's bank accounts;
- f. be authorized to sign legal documents;

Section 5. The Treasurer shall

- a. be chair of the Budget and Finance committee;
- b. review the monthly financial statements showing revenue and expenses and budget comparisons;
- c. ensure that financial reports in Article X Section 6 are completed;
- d. be an authorized signer on RLT's bank accounts;
- e. be authorized to sign legal documents.

ARTICLE VIII. STAFF

Section 1. The Executive Director position, hereinafter called ED, shall be filled at all times as directed by the Board, make reports with recommendations for action items to the Board at least monthly and answer directly to the Board. The Board shall determine the extent to which the ED may make decisions on behalf of RLT. The ED shall carry out the policies of the Board.

Section 2. Duties

Specific duties of the ED and all other RLT employees shall be defined in the Operations Manual of RLT. The description of ED duties may only be amended by Board vote pursuant to Article IV of these Bylaws. The ED has the discretion to amend the Operations Manual with respect to the duties of all other staff pursuant to Article XI, Section 2 of these Bylaws.

ARTICLE IX. COMMITTEES AND THEIR DUTIES

Section 1. Standing Committees

- a. Budget and Finance
- b. Governance
- c. Human Resources

With the exception of the Governance Committee and the Budget and Finance Committee, chairs of standing committees shall be a member of the Board and shall be appointed by the Board Chair, with Board approval, at the first Board meeting of the year. Standing committee chairs shall make reports to the Board at least monthly. They shall answer directly to the Board and the Board shall determine the extent to which they may make decisions regarding the actions of their committees.

Section 2. Duties of Standing Committees shall be defined in the Policies of the Board of RLT. These duties may be amended by a simple majority vote of a quorum of the Board.

ARTICLE X. FINANCING

Section 1. Fiscal Year

The fiscal year shall be August 1 to July 31.

Section 2. Credit

No extension of RLT's credit, either in the normal course of business or otherwise, shall be made without the prior approval of the Board at a regular or special meeting.

Section 3. Records

The ED shall keep the books of account open for the inspection upon written request by any member, at a reasonable time and for a reasonable purpose. Such inspection may be made in person or by an attorney or agent and shall include the right to make excerpts.

Section 4. Reports

The Board shall receive an annual compiled financial statement and may request a year-end audit or review.

ARTICLE XI. THEATER OPERATIONS

Section 1. Policies of the Board

Pursuant to the powers and procedures in Article IV, the Board may enact policies concerning the operations of RLT ("Policies of the Board"). Such policies shall be consistent with these Bylaws and shall be maintained in a single location by the ED. Policies of the Board are generally meant to enact high level policy or operational decisions.

Section 2. Operations Manual

There shall be an Operations Manual maintained by the ED. The Operations Manual shall contain all procedures necessary for the operation of RLT which have not been enacted as Policies of the Board. Except as limited by Article VIII, Section 2, all revisions to the Operations Manual shall be made by the ED or at the ED's direction.

Section 3. Effectiveness of Prior Policies and Operational Manual Provisions

Any Policy of the Board, or provision of the Operations Manual, which is in effect prior to Board approval of this Article XI shall be deemed to have been duly approved by the Board without further action.

ARTICLE XII. DISSOLUTION

This Theater may be dissolved only by a 3/4 vote of the entire Board, subject to ratification by a 2/3 vote of the members present at a meeting of the membership. A proposal to dissolve must be presented in writing at least thirty (30) days prior to the voting and be publicly announced through all practical media.

Upon the dissolution of the Theater or the winding up of its affairs, the assets of the Theater shall be distributed and revert to the County of Washoe, with assets to include the buildings, furnishings, equipment, and real property of the corporation.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Meetings of the Board shall generally be informal and proceed consistent with these bylaws and in any other reasonable manner upon which there is consensus. The "Informal Procedure for Small Boards" contained in the current edition of Robert's Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these bylaws.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended by a 2/3 vote of the Board after reviewing the recommendation by the Governance Committee, who will give two weeks written notice to the Board.