

**BY LAWS**  
**Of the**  
**HARRINGTON OPERA HOUSE SOCIETY**  
**Revised - March 7, 2016**

**Article I. Name**

The name of this organization shall be the Harrington Opera House Society (hereinafter called the HOHS). The registered office of this organization shall be P.O. Box 618, Harrington, Washington 99134.

**Article II. Mission Statement**

The Harrington Opera House Society is a non-profit 501(c)(3) organization dedicated to the rehabilitation and preservation of the Harrington Opera House for the purpose of providing and promoting cultural opportunities which will enhance community and economic development and which will also promote the cultural heritage of Harrington and the surrounding areas.

**Article III. Membership**

*Section 1. Members*

- A. Any individual, group or organization may become a member of the HOHS upon payment of dues as designated by the Executive Committee.
- B. Each individual, group or organization that is a dues paid member by March 31 of the given year, will have voting privileges.

*Section 2. Other participants*

Governmental agencies, bodies and commissions that interact with the HOHS are encouraged to attend but these commissions and agencies shall not have voting privileges.

**Article IV. Yearly Budget and Membership Dues**

*Section 1.*

The executive committee shall prepare a yearly budget to be presented at the annual meeting.

*Section 2.*

The membership dues shall be determined by a majority of those voting members present at the annual meeting of the membership.

**Article V. Meetings**

*Section 1. Regular Meetings*

The HOHS shall meet the first Monday of each month or as otherwise scheduled by the President. The annual meeting shall occur in January. Members shall be notified in writing (or electronic communications) of the date of the annual meeting at least one week in advance of the date set for the meeting.

*Section 2. Special Meetings*

Special meetings of the HOHS will be held upon request of any three (3) voting members to the President, or at the discretion of a majority of the Executive Committee. Written notice of a special meeting shall be posted at least three (3) days prior, unless an extraordinary or emergency situation is deemed to exist by the President, who shall have the discretion to give notification of such meeting by electronic communication.

*Section 3. Rules of Order*

Roberts Rules of Order shall apply to all meeting of the HOHS where parliamentary rules or procedures are involved.

**Article VI. Quorum and Transaction of Business**

*Section 1. Quorum*

A quorum shall consist of a minimum of five members in good standing at annual or regular meeting of the HOHS.

*Section 2. Transaction of Business*

To transact business at an annual, special or regular meeting of the HOHS, it shall be necessary to have five (5) or more of the members in good standing represented at the meeting.

**Article VII. Executive Committee**

*Section 1. Officers*

- A. The officers of the Harrington Opera House Society shall be known as the Executive Committee and will consist of a President, Vice-President, 2 Co-Treasurers, Secretary, Historian and Building Engineer.
- B. An Executive Committee Officer shall have been a member of the HOHS no less than one year.

*Section 2. Terms of Office*

Terms of office shall be for one calendar year.

*Section 3.* Nomination of Office

- A. At the November meeting of the year, the Executive Committee shall appoint a Nomination Committee Chairman.
- B. The Nominating Committee shall present and place in nomination at the December meeting a slate of candidates for the ensuing term.
- C. Additional nominations can be made from the floor by any member in good standing.

*Section 4.* Election of Officers

- A. The election of officers shall take place at the December meeting.
- B. The person receiving the majority votes of those present at the December meeting of the HOHS shall be duly elected.
- C. Within ten days, following the annual membership meeting, all books of record, accounts and Society material shall be transferred from the retiring Executive Committee officers to the newly elected officers.

*Section 5.* Vacancies

Vacancies in the position of the officers of the HOHS shall be filled by vote of the general membership until the next December meeting of the general membership.

*Section 6.* Power and Duties

- A. President: The President shall function as the Executive Office of the Society, subject to the direction of the Executive Committee.
  - 1. He/she shall preside over all meetings of the Executive Committee and the general membership of the HOHS.
  - 2. He/she shall have general charge and supervision over Society business affairs and property.
- B. Vice-President: The Vice-President shall, in the absence of the President or his/her inability to act, shall act in the Presidents place and shall have all the powers and authority of the President.
- C. Secretary: The Secretary shall:
  - 1. Keep the minutes of the membership and executive committee meetings in one or more books provided for that purpose.
  - 2. Keep a register of mailing addresses of each member, organization or group that shall be furnished to the secretary by such members.
  - 3. The secretary shall be responsible for general HOHS correspondence.
- D. Co-Treasurers:
  - 1. The Co-Treasurers shall have the custody, control and disposition of the funds of the Society and shall keep a full and accurate account of receipts and disbursements in books belonging to the Society.

2. He/she shall deposit all monies and other valuables in the name and to the credit of the Harrington Opera House Society in such depositories as shall be designated by the Executive Committee.
  3. He/she shall render to the general membership, at annual, regular and special meetings, an account of all his/her transactions as Co-Treasurer and an account of the financial condition of the Society.
  4. The Co-Treasurers shall be responsible for having the books audited yearly by the Society's accountant. The Co-Treasurers shall use an accounting program approved and accepted by the American Institute of CPA'S (AICPA).
- E. Historian: The Historian's duties shall be to keep a historical record as designated by the Executive Committee.
- F. Building Engineer: The building engineer's duties are to oversee maintenance, alteration and general condition of the Opera House structure to assure building integrity.

## **Article VIII. Committees**

### *Section 1. Committee Chairpersons*

Committee Chairpersons shall be appointed by the Executive Committee. The Executive Committee will define the roles of the committees.

### *Section 2. Committee Members*

Committee members shall be appointed by the Committee Chairperson

### *Section 3. Committees*

Committees shall be formed when needed as determined by the Executive Committee.

### *Section 4. Trustees:*

Trustees shall be appointed as needed by the Executive Committee, and shall act in an advisory capacity only.

## **Article IX. General Rules**

### *Section 1. Amendment of Bylaws:*

The bylaws may be amended, altered or repealed by two-thirds (2/3) vote of those present at a duly called meeting of the membership. Notice of the proposed alterations or amendments will be contained in the written notice of the meeting at least one week in advance.

### *Section 2. Fiscal Year:*

The fiscal year of the Society is January 1 through December 31.

*Section 3. Financial Obligations:*

- A. Reimbursement: The general membership and committee members may, from time to time, elect to make purchases in furtherance of a Society purpose. Reimbursement without prior approval is not guaranteed. Guidelines for approval include:
1. Purchases for specific or miscellaneous items or services as budgeted by or for a committee.
  2. Purchases for specific or miscellaneous items or services as discussed and approved at a special or general business meeting.
  3. Individual or committee expenses over \$200 must be pre-approved by the Executive Board and/or the general membership at a regularly scheduled or special meeting.
  4. Invoices or receipts must be provided for all reimbursable expenditures.
- B. With the approval of the HOHS membership, the President in conjunction with a co-Treasurer shall have the authority to encumber, and sign obligations for over \$10,000.

*Section 4. Compensations*

Executive Committee Officers shall not be compensated for services rendered in relation to their office while serving on behalf of the Society.

*Section 5. Indemnification of Officers:*

- A. Each officer, now or hereafter serving the Society, and each person who at the request of or on the behalf of the Society, is now serving, or hereafter serves as an Officer or the respective heirs, executors and administrators of each of them, shall be indemnified by the Harrington Opera House Society to the fullest extent provided by law against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon him/her, in connection with, or resulting from, any claim, action, suit or proceeding, civil or criminal, in which he/she is, or may be, made a party by reason of his/her being, or having been such Officer by reason of any action alleged to have been taken, or omitted, by him/her as an Officer, whether or not he/she is an Officer at the time of incurring such cost, expenses, judgments, and liabilities, provided that he/she reasonably believed to be in, or not opposed to, the best interest of the Society.
- B. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction or upon plea of nolo contendere, or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interest of the Society.
- C. The foregoing right of indemnification shall not be exclusive of other rights to which such Officer may be entitled as a matter of law.

*Section 6.* Liability of Officers and Committee Chairpersons:

An Officer or Committee Chairperson of the Harrington Opera House Society, is not individually liable for any discretionary decision, or failure to make a discretionary decision, within his/her official capacity as Officer or Chairperson unless the decision, or failure to decide, constitutes gross negligence. This shall not limit or modify in any manner the duties or liabilities of an Officer or Chairperson of this non-profit corporation to the corporation of its members.

ADOPTED THIS   7th   DAY OF  March  2016

PRESIDENT \_\_\_\_\_

Billie Herron, HOHS President

SECRETARY \_\_\_\_\_

Linda Wagner, HOHS Secretary