

# **BY- LAWS OF THE VERY LITTLE THEATRE, INC.**

## **ARTICLE I. MEETINGS**

### **Section 1. Place of Meeting**

Any or all meetings of the members, and of the Board of Directors, of this corporation shall be held within Lane County, State of Oregon.

### **Section 2. Annual Meeting of Members**

There shall be no less than one annual meeting of the members of this corporation, which meeting shall be held in Lane County, Oregon, during the month of June, and notice thereof shall be given at least ten days prior to the date fixed by the Board of Directors of this corporation for the holding of the annual meeting of the members, in writing, stating the place and purpose of such meeting, to each member entitled to vote at such meeting.

### **Section 3. Order of Business at Annual Meeting** (Rev. 3/98)

The order of business at the annual meeting of members shall be as follows:

- a) Reading of notice and proof of mailing.
- b) Reading of minutes of last preceding meeting.
- c) Annual reports of the directors and committees shall reflect upon the progress in those areas for the past year. Among the subjects which should be covered in these various reports are the number and names of productions, the amount of profit made or losses sustained for each production, acquisition or disposition of property in excess of \$500, and matters of policy created or established during the preceding year.
- d) Roll call.
- e) Election of Directors.
- f) Transaction of other business mentioned in the notice.
- g) Adjournment, provided that, in the absence of any objection, the presiding officer may vary the order of business at discretion.

### **Section 4. Special Meeting of Members**

A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors, by notice in writing signed by the President or by a majority of the Directors.

### **Section 5. Notice of Special Meeting of Members**

At least five (5) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

### **Section 6. Organization of the Board**

Not less than five (5) days nor more than thirty (30) days after the holding of the annual meeting, the Board of Directors as constituted upon final adjournment of the annual meeting shall convene, at such place or places in Lane County, Oregon, as the President shall select for the purpose of transacting theatre business.

**Section 7. Regular Meetings of the Board** (Rev. 3/98)

Regular meetings of the Board of Directors shall be scheduled not less frequently than once in each calendar month at such time and place as is agreeable to the majority of the Board of Directors. No notice of the regular meeting of the Board shall be required. Upon notice to the President, any active member may appear before the Board to present any complaint or suggestion, provided that such notice is given in writing to the President five (5) days prior to said meeting. President may cancel a Board meeting at his/her discretion.

**Section 8. Special Meeting of Board** (Rev. 3/98)

Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by mail of the time, place and purpose thereof to each director as the President in his/her discretion shall deem sufficient.

**Section 9. Waiver of Notice**

Notice of the time, place and purpose of any meeting of the Board of Directors may be waived, either in writing or by attendance without objection at such meeting.

**Section 10. Definition of Notice** (Rev. 3/98)

All notices required to be given by any provision of these By- Laws shall bear the written or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with the postage fully prepaid, plainly addressed to the sendee at his or her last address appearing upon the membership record of this corporation. Not with standing this section, notice given under section 8 may be by telephone.

**Section 11. Rules of Order**

Where not in conflict with these By-Laws, Robert's Rules of Order Newly Revised shall govern proceedings at all meetings of the membership and directors.

**Section 12. Quorum** (Rev. 3/98)

A majority of the Directors shall constitute a quorum of the Board of Directors. Those members present at any membership meeting shall constitute a quorum of the members.

**ARTICLE II. OPERATION OF THE CORPORATION**

**Section I.** The business of the corporation shall be conducted by the Board of Directors, provided, however,

- a) That all meetings of the Board of Directors shall be open to any member entitled to vote at a general membership meeting,
- b) Board members have the authority to make expenditures on behalf of the theatre, except that any single expenditure exceeding the amount of \$500 must have the approval of the Board of Directors. (Rev. 3/98)
- c) The Board of Directors has authority to make expenditures on behalf of the theatre, except that any single expenditure, outside of production and operating costs, of \$5000 or more must have approval of the membership. (rev. 1/08)

## **ARTICLE III. ELECTION OF OFFICERS** (Revised 1998, 2006)

### **Section 1. Nominating Committee**

- a) By the February Board Meeting, the President shall appoint a nominating committee composed of five members of the corporation not on the Board of Directors.
- b) The nominating committee shall prepare a list of at least fourteen people who shall be willing to serve, chosen from the active members of The Very Little Theatre. To be eligible for nomination the member must have been a member for at least one year prior to the date of the annual membership meeting. This list of people shall constitute the nominations for the Board of Directors for the succeeding year. The Nominating Committee shall ensure that each voting member receive: 1) Notice of Annual Meeting; 2) Absentee Voting Ballot; 3) Proxy Authorization Blank within 10 days of the Annual Meeting; and 4) The list of nominees with a brief description of volunteer activities.
- c) The nominees for the Board shall be announced no later than the May general membership meeting, at which meeting additional nominations shall be received from the floor, provided that said nominees are qualified as aforesaid, after which all nominations shall be closed.

### **Section 2. Election of President**

- a) The nominating committee shall prepare a list of those eligible members who are willing to serve as President and nominate that list to the membership at the MARCH Membership Meeting.
- b) The members may vote by absentee ballot, proxy, or in person at the APRIL Membership Meeting
- c) In order to run for President a member must have served at least one year as a member of the Board of Directors during the previous ten (10) year period.
- d) The members qualified to vote and present at the meeting during which the President is nominated may vote to waive the requirement in (c) in the case of a candidate who is nominated who does not meet the requirements in (c). However, no person may serve as president who has not been a member for at least two years.
- e) Selection of the President shall be made by secret preferential written ballot. The President must be elected by at least 50% +1 of those voting. If the position is not filled by a candidate receiving at least half the number of votes from \*first choice\* voting, then the second votes, and, if necessary, third votes will be added in to verify that the candidate has the support of at least 50% +1 of those voting.
- f) Nominations from the floor will be allowed at the MARCH meeting. The election committee will contact floor nominees absent from the meeting to determine if they are willing to serve before placing their names on the ballot.

### **Section 3. Election of the Board of Directors**

- a) At the annual meeting of the membership, ten members shall be selected from the total number of nominees and shall constitute the Board of Directors for the next succeeding year. The term of a Board member shall commence immediately following the last meeting of the outgoing Board and end one year therefrom. The last meeting of the outgoing Board of Directors shall take place within thirty days of the annual membership meeting.
- b) 1. Selection of the Board of Directors shall be made by secret preferential written ballot. Members indicate their preference from a list of candidates nominated for each position, indicating their first, second, and third choices.  
  
2. In order to be elected, a candidate must receive a number of votes equal to 50% +1 of the number of members who voted. If a position is not filled by a candidate receiving at least that number of votes from

\*first choice\* voting, or a candidate wins more than one position on the Board, then the second votes, and, if necessary, third votes will be added in to verify that the candidate has the support of at least 50% +1 of those voting and, if necessary, to determine which position a respective candidate has won.

3. Members may be nominated for more than one position. In the unlikely event of a tie, a runoff election will be immediately held between the two candidates with the highest totals. The ten positions filled in this manner are Vice-President, Secretary, Treasurer, Production Manager, Technical Director, Box Office Manager, Facilities Manager, Publicity Director, Scheduling Coordinator and Play Committee Chair.

- c) Three (3) tellers, none of whom may be related to nominees, shall be appointed by the President to tally votes and the ten nominees receiving a majority shall be declared elected.

#### **Section 4. Voting**

- a) Each active member of this corporation shall be entitled to one vote in person at every meeting of the membership upon each subject properly submitted to vote.
- b) Voting may be performed by proxy by submitting a properly accomplished form blank or reasonable facsimile to the incumbent President prior to said voting.
- c) Properly accomplished ballots may be submitted in absentia by active members to the Head of the Nominating Committee prior to the annual membership meeting. Ballots so cast are subject to all other rules and regulations pertaining to elections. The Head of the Nominating Committee shall publicly announce the names of the absentee voters and transfer said ballots to the duly appointed tellers.

### ***ARTICLE IV. BOARD OF DIRECTORS***

**Section 1. Vacancies in the Board of Directors** shall be filled for the unexpired term of the outgoing Director by election by the Board of Directors of this corporation.

#### **Section 2. Power to Fill Vacancies**

The Board shall have the power to fill any vacancies in any office, except the President, occurring for any reason whatsoever.

In the event that the office of President should become vacant prior to the expiration of the term of that member of the Board of Directors, that vacancy on the Board of Directors shall be filled as aforesaid (Article IV, Section 1), and by vote at the next general membership meeting the office of President shall be filled from the members of the Board of Directors by a vote of the members. The vacancy caused by said election of a new President shall be filled as outlined in Section 1 of this Article.

#### **Section 3. Delegation of Powers**

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers or duties of any officer, excepting those of the President, to any officer or director, provided, however, that no officer nor director shall execute, acknowledge, or verify any instrument in more than one capacity.

## **ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS**

(Note: these are the constitutionally-prescribed duties of the officers; full description of each Board member's responsibilities are on their respective pages in the Handbook.)

### **Section 1. The Vice-President**

The Vice-President shall act and perform the duties of the President in the absence or disability of the President.

The Vice-President shall act as Chairperson of the Membership Committee which shall be composed of the Chairperson and two additional members appointed by the Vice-President.

### **Section 2. The Secretary**

The Secretary shall attend and take the minutes of the membership and Board meetings, and handle all correspondence and other matters delegated by the President.

### **Section 3. Treasurer**

The Treasurer shall have custody of all corporate funds and securities and shall keep in books, belonging to the corporation, full and accurate accounts of all receipts and disbursements; the Treasurer shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, in such manner as directed by the Board of Directors, and shall render to the President and the Directors and the membership at regular meetings of the Board and of the membership, and whenever requested by them, an account of all the Treasurer's transactions and of the financial condition of the corporation.

The Treasurer shall assist in drawing up budgets, shall track paid membership, and shall be ex-officio a member of the Box Office and Season Ticket Committees. (Rev. 3/98)

The Treasurer shall be responsible for ordering an audit of the books within thirty (30) days of the end of the fiscal year (June 30) served. This audit is to be made by a Certified Public Accountant, and is to be presented to the Board at the first board meeting following its completion. The Treasurer shall be responsible for preparation and filing of all reports necessary to be made by the corporation to any governmental agency. (Rev. 3/98)

## **ARTICLE VI. EXECUTION OF INSTRUMENTS**

### **Section 1. Checks, et cetera**

All checks, drafts and orders for the payment of money shall be signed in the name of the corporation, and shall be countersigned by such officers or agents as the Board of Directors from time to time shall designate for that purpose.

## **ARTICLE VII. DEPARTMENT HEADS AND COMMITTEES**

**Section 1.** The duties of all department heads and all committee chairpersons, the duties of those departments and committees, shall be delineated in writing by policy statements of the Board of Directors published as needed. The Board of Directors may alter such policies, in writing, at any time the Board deems necessary.

## **ARTICLE VIII. MEMBERSHIP IN THE VERY LITTLE THEATRE**

### **Section 1. Memberships Defined**

#### a) Active Member.

- An active member is one who has fulfilled membership requirements, been voted in the membership and has paid dues for the fiscal year. Active membership in VLT implies an ongoing commitment to the life of our theatre beyond simply paying dues. [See explanatory paragraph in the Policies section.]
- An active member is entitled to vote, hold office and attend monthly meetings.
- The spouse of any member may become an active member by payment of dues.

#### b) Inactive Member.

- Previously active members who fail to qualify under active status as defined in Section 1. a., herein, will be classified as inactive members. They forfeit the privilege of voting and holding office. (Rev. 3/98)

#### c) Honorary Members.

- The status of honorary member is conferred upon an individual for long and unusual service to The Very Little Theatre. This is usually granted to non-Very Little Theatre members, however, members are not necessarily excluded or ineligible for honorary status because of this practice.
- The status of an honorary member is that of an inactive member. An honorary member, without further Very Little Theatre vote, merely by payment of dues, automatically becomes an active member.
- Each recommendation for honorary status is submitted to and considered by the Board of Directors. The Board of Directors, after favorable action, recommends the name to the Very Little Theatre members. A two-thirds majority vote of the Very Little Theatre members at the next regularly scheduled meeting elects a candidate to honorary status.

#### d) Life Member

- For reasons and circumstances deemed of sufficient merit, the Very Little Theatre may confer upon a person a life membership. Prior to becoming a life member, the person must be an active member of the Very Little Theatre. Each case shall be considered individually by the Board of Directors.
- Life Member means an active member for life. Life members' dues are considered as having been paid for the duration of such member's lifetime.

### **Section 2. How to Attain Membership**

The rules and regulations concerning the admission to membership in the Very Little Theatre shall be promulgated not later than August 15 of each year by the Vice-President of the Theatre. Such rules shall be approved or disapproved by the Board of Directors, by poll, or at the next regular meeting, by a two-thirds vote.

## **ARTICLE IX. DUES**

### **Section 1. Payment of Dues for Members**

Membership dues are payable in July of each year. (rev. 3/98)

## **ARTICLE X. ULTIMATE POWER OF THE MEMBERSHIP**

### **Section 1. The Veto Power of the Very Little Theatre Members**

All actions taken by the Board, or any officer, of the Very Little Theatre, shall be subject to veto of the general membership at either of the next two following regular general membership meetings after such decision is made, or within sixty days, whichever first occurs.

## **ARTICLE XI. SEASON OF PLAYS AND DIRECTORS**

**Section 1.** The Board of Directors shall announce the names of the Directors of the plays to be produced and the calendar for the subsequent season. (Rev. 3/98)

**Section 2.** As one of its first pieces of business, the newly elected Board of Directors shall set the dates of all General Membership meetings, taking into account those first Sundays which are part of three-day weekend.

## **ARTICLE XII. AMENDMENT OF BY-LAWS**

The By-Laws of the Very Little Theatre may be amended, or repealed, by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the membership, subject to the following conditions:

- a) If an amendment or repeal is offered by the Board of Directors, membership vote on such amendment shall be had at the general membership meeting next following the general membership meeting at which such proposal is made by report to the membership by the President.
- b) If the amendment or repeal is offered by a member of the Very Little Theatre, in good standing, and such amendment or repeal shall be offered at a general membership meeting in a form of a motion to amend or repeal a By-Law, the motion shall be tabled for vote to be voted on at the next following membership meeting.
- c) Whether the procedure in Paragraph a., or Paragraph b., herein, is followed, a mailed notice of the general membership meeting at which a vote is to be taken on a suggested change or repeal of a By-Law, shall contain the exact text of the change to be acted upon, and, the exact change, or the text of the By-Law to be repealed, shall be posted at two conspicuous places in the Very Little Theatre and shall be available for inspection at the residence of not less than two of the members of the Board of Directors.

## **ARTICLE XIII. PERSONAL LIABILITY FOR OFFICERS AND DIRECTORS**

Protection from personal liability for officers and directors is in Article II of the Articles of Incorporation. Personal liability of directors and officers is limited to intentional acts and acts of gross negligence as defined by the Oregon Non-Profit Corporations Act. (Amended June 2, 1991)

*By-Laws as incorporated herein were passed and approved by motion of the Combined Board of Directors and Membership on May 7, 1972 and revised on July 10, 1988, September 9, 1990, March 3, 1991 June 2, 1991, May 1, 1994, March 1, 1998, March 5, 2006, July 1, 2007, and January, 2008.*

## SPECIAL INTEREST

### THE VERY LITTLE THEATRE, INC.

2350 Hilyard Street, Eugene, Oregon 97405-2954  
(541) 344-7751, 344-9928

**MISSION STATEMENT:** The Very Little Theatre is a not-for-profit community theatre whose mission is to produce plays that entertain, educate, and inspire its patrons, members, and participants. Its commitment to artistic excellence and the advancement of theatre arts shall not be for professional gain, but for the love of theatre. *(Adopted 2008)*

This handbook has been revised from time to time since its initial compilation in 1972. Specific revisions are to be accomplished as the need arises. However, as one of its last pieces of business each fiscal year, the outgoing Board of Directors shall apply its immediate past experience and note sections which need revision when the handbook is reprinted.

### VLT was established in 1929

#### First Meeting - March 3, 1929

In Attendance:

Florence Shumaker  
Ken Shumaker  
Gerda Brown  
Arthur Gray  
Ernest Ludlow  
Robert Earl  
Bill Tugman  
Lettie McEwen

#### Second Meeting - March 10, 1929

In Attendance:

Florence Shumaker      Fred Harris  
Ken Shumaker              Sally Allen  
Gerda Brown                Alice Ernst  
Arthur Gray                 Ottilie Seybolt  
Ernest Ludlow               Harry Camden  
Robert Earl                 George Godfrey  
Bill Tugman                 Milton George  
Lettie McEwen

#### First Officers - Elected March 10, 1929

President  
Vice President & Director  
Secretary  
Business Manager  
Publicity Manager

Gerda Brown  
Arthur Gray  
Ken Shumaker  
Milton George  
George Godfrey

### THE OBJECT

from the Articles of Incorporation, October 9, 1934  
Supplementary Articles of Incorporation, August 5, 1949

The object, business and pursuit of The Very Little Theatre is and shall be to bring together a group of people interested in the production, composition, criticism, and observation of plays and all other matters connected with the theater for the mutual improvement and benefit of its members, but without personal pecuniary profit to any of its officers or members.

## SPECIAL FACT SHEET

- 1 **Original Articles of Incorporation**, notarized October 9, 1934 and filed with the state on April 25, 1935, and Supplementary Articles of Incorporation, dated August 5, 1949, indicate spelling of the corporation as "The Very Little Theater, Inc. It is generally agreed, however, that we conduct most of our business with the spelling of "theatre."
2. **Employer (tax) Identification Number:** 93-6025357  
Tax exempt status information 501(c)(3)
3. **Conditional Use Agreement:** Phase 1 to commence June 1, 1991  
Phase 2 to commence June 1, 1994
4. **Insurance Information:** Wilson-Heirgood Associates, 342-4441, Coverage with North Pacific Insurance, generally payable in January for the period January 1 to January 1. Accident policy also with Wilson-Heirgood.  
  
Property and Liability coverage, \$1,000,000 per occurrence and \$2,000,000 aggregate on Bodily Injury and Property Damage. Property insured on blanket basis for building and personal property for \$500,000. (Fire coverage, theft, windstorm and rain related, no flood coverage or from backup of sewers.) Coverage against monetary theft up to \$5,000 per year; premium \$272.
5. **Original architect:** Clare Hamlin. Original building drawings are with Martin, Schultz and Geyer, Architects, (Successor firm) 159 West 12th, 344-0453; Stage Left: Plans by William Brackman, Brackman Engineering, Inc., 433 W. 10th, 97401, 343-8613; Constructed by Jim Evans, Evans Building Company, 2871 Bailey Hill Road, 97405, 485-8071; Sprinkler system by All Pro Fire Protection, Joe Verbanic, 1237 Charnelton, 97401, 683-4052; Air Conditioning system by Home Comfort Heating and Air Conditioning Inc., 345-2838.
6. **Sprinkler Monitoring System:** Built and installed by Integrated Electronic Systems, Inc., 232 W. 5th Avenue, Eugene, OR 97401, 485-4456.
7. **Auditors:** Kernutt Stokes & Brandt PC, Certified Public Accountants, 261 East 12th, 485-8360. Primary contacts: Martin McDonald.
8. **Bulk Mailing Permit:** #221
9. **Time Capsule:** A time capsule was assembled during the Grand Opening of Stage Left in April, 1992. It was placed under the floor in the SW corner of Stage Left. A metal plaque on the wall indicates the area. The time capsule is to be opened on VLT's 100th Birthday Celebration, March, 2029.
10. **Costume storage:** an off-site storage locker was rented beginning in 2007 to relieve costume congestion.  
Location is: Stor-It-All, 550 E. 8th, Eugene, 97401  
Room # 2188 Phone 683-5622

## SAFE DEPOSIT BOX

(Location and Contents)

Umpqua Bank Eugene Downtown Branch, 675 Oak, Eugene, OR  
Customer Service Representative, 342-3969, Safe Deposit Box Number 868  
Current President and Treasurer should each have one key.

ENVELOPE:

- \*Architects: Clare K. Hamlin Letter dated August 27, 1964, B. King Martin
- \*Agreement Between Owner and Contractor Dated August 21, 1964
- \*Bid Bond (B449278) Dated August 21, 1964
- \*Certificates of Payments, etc.
- \*EWEB Lighting Agreement - Parking Lot  
Private Lighting Agreement dated 11-8-62 for light in South lot

ENVELOPE:

- \*Paving Assessment No. 309 (24th Street) Circa March 13, 1952
- \*Receipt of Payment

ENVELOPE:

- \*Deed - Land, from City of Eugene Dated March 8, 1948 and  
Recorded in Book 370 on Page 344-5 on April 5, 1948
- \*Purchaser's Title Insurance Policy, No. H1866069031

ENVELOPE:

- \*Correspondence: State and Federal Income Tax (Excise) Exemptions

ENVELOPE:

- \*Photo Copy of Mortgage and Payment Data
- \*Satisfaction of Mortgage Dated July 22, 1963

ENVELOPE:

- \*Real and Personal Property Tax Exemption Certificates - State of Oregon

ENVELOPE:

- \*Articles of Incorporation (An assortment of various documents from different periods in our history, including one dated October 9, 1934) Also, Certificate of Filing Supplementary Articles of Incorporation which are dated August 5, 1949

ARTICLE:

- \*By-Laws of VLT, dated May 7, 1972; dated July 10, 1989

ARTICLE:

- \*Copy of "The History of The Very Little Theatre in Eugene, Oregon, from 1929-1954" by John P. Flaherty, December 1971

ARTICLE:

- Construction contract for Stage Left, Evans Construction. 1993.

## GENERAL POLICIES as of 2008

1. Membership year is July 1 through June 30. All dues-paid members and Life Members are eligible to vote. Annual dues are set at \$15.00. Members are entitled to purchase one strip of five tickets for each upcoming season for \$30. Dues for new members are to be paid July 1 after becoming a member; *voting privileges* for new members, however, begin *immediately*.
2. Membership in The Very Little Theatre carries obligations as well as benefits. It goes without saying that a broad-based membership in a volunteer community theater contains people in various stages of their careers, with family obligations and other outside interests. In any given year, participation in VLT may occupy a very high priority for some members, a moderate participation level, or a very limited amount of time. Health issues may also be a factor for some. Even so, *active membership in VLT implies an ongoing commitment to the life of our theatre, beyond simply paying annual dues*. In most circumstances, a minimum commitment should include attending the monthly general meetings and ushering several times a year. Beyond that minimal level, all members should do their best to be involved in at least one committee, an actual production, or special project during the season.
3. VLT members and applicants are encouraged to attend general meetings. Meetings are held at 7:00 p.m. on the first Sunday of each month. Exceptions may be made for holidays.
4. All dues-paid, Honorary, and Life members and applicants receive the monthly newsletter. If dues are not paid by October, the member's option to purchase season tickets at a discount is revoked for that year.
5. Meetings of the Board of Directors will be held monthly at a time agreed upon by the majority of the Board members. A joint Board meeting will be held between 5 and 30 days following the election of new Board members. In order to conduct the business of the Theatre in a timely and orderly fashion, the Board shall clearly communicate issues of concern to the membership so that informed action can be taken by the Board. By the same token, members may raise issues and make recommendations to the Board at general meetings or through committee heads.
6. Members of Board of Directors and others authorized by Board may make charge purchases to VLT charge accounts. (See SPECIAL FACT SHEET) Such charges are to be made only in the specific area of responsibility of each Board member. Board approval must be secured before any purchase which exceeds \$500. On checks over \$1,000 two signatures are required, including Treasurer and one other officer, i.e., President, Vice President, or Secretary. Any of these four officers may sign checks. (See By-Laws, Article II. Operation of the Corporation Section I b & c.)
7. Any request for reimbursement for any expense incurred on behalf of VLT must be in written form, describing the expenditure, and with cash register receipt attached, whenever possible. Such requests for reimbursement must be signed by the person making the request. There are envelopes on the Green Room bulletin board and in the Treasurer's folder for this purpose. They should be given to the Treasurer, placed in the VLT mailbox or mailed to the Treasurer.
8. Those responsible for refreshments served at the monthly membership meetings will be reimbursed for expenditures up to \$50 per month, excluding the August Picnic and December holiday meetings.
9. Alcoholic beverages are not permitted in the theatre. The Board may make an exception to this policy for a private organization which has purchased an extra VLT performance and that organization wishes to purchase and serve wine (no beer or hard liquor) to its patrons in Stage Left prior to the performance. The organization must provide its own liability coverage for such activity.
10. Members are encouraged to use their member tickets on other than Friday or Saturday nights. A member is not denied the use of tickets on those nights, but it is to the best interest of the theatre if the weekend seats are available for season ticket holders and cash-paying patrons.
11. Members may give their member tickets to others. In fact, arranging for someone to attend who may be new to the area or who might be interested in participation in the theatre is encouraged.

12. Any member who works as an usher, hostess or box office attendant may stay to see the show after completing the task, if willing to stand or sit in an available seat. If a member wishes to be assured of seating and an advance reservation is made, a member ticket stub must be surrendered.
13. Theatre tradition of “the show must go on” is the standard policy of VLT. Only under extremely unusual circumstances (national or local catastrophe or severe weather) is a show canceled.
14. Permission to watch a rehearsal or performance from the light loft shall be authorized by Director, Technical Director, or Stage Manager.
15. Members shall notify the Vice-President (Membership Chairperson) of any name, address or phone number changes during the year. Updates will be printed in the monthly newsletter.
16. Board members are encouraged to appoint an assistant or committee to share responsibilities.
17. An individual should direct only one VLT show per season. Exceptions shall be confined to unusual and unavoidable circumstances.
18. Children under age 12 shall not be allowed onstage, backstage, or in the work area unless they are in the show or under the direct supervision of a responsible adult.
19. Keys and key distribution are under the jurisdiction of the Facilities Manager.
20. Additional performances should be within the week(s) of the run, not beyond the regularly scheduled closing date, if possible. Exceptions can be made, depending on calendar availability. A sub-committee, consisting of the President, Box Office Manager, Director, and Publicity Manager shall make the decision on additional performances. The Director shall inform all relevant parties, such as the Treasurer, the Scheduling Coordinator, Usher Coordinator, and Play Committee Chair (for extra royalty payment).
21. While guests and applicants are always welcome at general membership meetings, it is considered a courtesy to inform the President of the presence of any guests.
22. Board members and committee heads shall make an annual report at the June meeting. A copy is filed with the Secretary, who keeps one copy with the year’s minutes and gives one copy to the new person in the position. The President and Board shall study recommendations.
23. Traditionally, VLT does not present or allow flowers to be presented to performers on the stage. Ushers can take flowers to Green Room.
24. The VLT Guild, instituted in 1998, is not an ongoing organization, but was designed for those who would like to participate in VLTs operation in a limited capacity, without the greater responsibility of full membership in the Theatre. Regular meetings are not required, since Guild members will most likely be working as individuals assisting one or more regular VLT members. Although participation in the Guild is not designed for membership purposes, service in the Guild may be applied to membership credit if the Guild member decides to pursue membership at a later date. Therefore, it is recommended that an up to date list of volunteers and their areas of interest be kept—to share with appropriate VLT members who need help—similar to Vice President’s list of potential new members.
25. Apprentice Applicants as a category is open to students under the age of 18. He/she may work on the requirements for membership, and if they have been met by the time the student has reached the age of 18, he/she is then eligible for membership.
26. All productions at the VLT—whether part of the main season offerings, special productions in Stage Left, or co-sponsored productions with an outside partry—must have final approval by the VLT membership. Exceptions (requiring board approval only) include simple one-or two-day events involving little or no technical assistance, no ticket selling, etc. Examples of the latter would be meetings, workshops, or free performances.

# VLT CONFLICT OF INTEREST POLICY

The VLT, as a non-profit corporation, relies on its Board of Directors, Committee Chairs, Members and Employees to carry out its purposes as stated in its Articles of Incorporation and Bylaws. These individuals have a responsibility to discharge their duties in good faith, with diligence and care, and for the sole benefit of the Organization. Internal Revenue Code limits the private benefits that these individuals can receive from 501(c)(3) organizations. Conflicts of interest are difficult to weigh and balance because the relationships between board members and the community also are a part of the contribution that board members make to the agency. If the organization is buying a new computer, for example, and a board member owns a computer store, the organization may well benefit from discounts and extra service by buying the computer at that store. It would be a mistake to prohibit working with board members as vendors. Similarly, board members who are also clients of the organization can be tremendously helpful in ensuring that a client perspective is brought into decision-making, but a client board member may find himself in a difficult position if the agency is considering eliminating a service that is used by very few clients other than himself. In many cases, the perceived conflict of interest may simply “feel wrong” to some board members, although it might be within legal boundaries. In such cases transparency is the best policy, and parties should disclose potential conflicts willingly. The following Conflict of Interest policy is meant to supplement good judgment, and **all VLT members** should respect its spirit as well as its wording:

## 1. Duty of Loyalty

Board members, committee chairs, and members of the VLT owe the VLT a duty of loyalty. In general the duty requires that they exercise their powers and discharge their responsibilities in the interest of the VLT and not in their own interest or in the interest of any other person or entity. This duty requires that they:

- (a) Not participate in a transaction which they know to be a VLT opportunity (a transaction in which the VLT might want to participate if it knew of it) without first disclosing the opportunity to the VLT in a sufficient detail to permit it to be evaluated;
- (b) Maintain confidentiality and not disclose confidential information about the VLT's plans and activities unless the information is already known by the public or is in public record;
- (c) VLT board members and committee chairs should candidly disclose any conflicts of interests and abstain from discussion and voting on any matters where that conflict of interest could potentially benefit them. The best interest of the VLT must prevail over directors', members', or employees' personal interests and a VLT position may not be used for individual personal advantage.

## 2. Conflict of Interest

A conflict of interest is any direct or indirect participation in an arrangement, investment, service, agreement or any other activity in which the VLT is a party that results in personal gain or benefit to a director, officer, committee member, or employee. The individual may be directly involved with the transaction or may have an employment, investment or family relationship with an individual or entity with which the VLT is dealing. The transactions need not involve monetary or other tangible benefits.

***Conflicts of Interest include but are not limited to the following:***

- (a) Any position or financial interest held by a director, officer, committee member or employee, or any member of his or her immediate family, in an entity that competes or does business with the VLT;
- (b) The receipt of any gift valued at more than \$50 or favor by a director, officer, committee member, or employee, or any member of his or her immediate family from an entity or individual who does business, or seeks to do business, with the VLT under circumstances suggesting that the purpose of the gift or favor is to influence the individual in the award or continuation of that business and;
- (c) The disclosure of confidential VLT information for the benefit of the director, officer, committee member, or employee, to any other person or entity.

## 3. Dealing with Conflict of Interest

The duty of loyalty requires that individuals be conscious of potential for conflicts of interest and act with candor and care in dealing with these situations and:

- (a) Be sensitive to and recognize potential conflicts of interest;
- (b) Disclose potential conflicts of interest to the Board of Directors of the VLT before discussing or taking action with respect to any transaction or matter involving the conflict and;
- (c) Not participate in the discussions or considerations of the matter involving the conflict. The individual with conflict of interest may not vote or participate in a decision-making process involving the conflict.

**Annual Disclosure Statement**

Each Board member, committee chair, and managerial employee (as designated by the Board) of the VLT should complete and furnish to the President of the Board of Directors annually a disclosure statement listing known existing and potential conflicts of interest. This procedure is intended to facilitate the identification and resolution of potential conflicts of interest. Committee members should be made aware of the conflict of interest policy.

The questionnaire should be completed in good faith to the best of the individual's knowledge, recognizing that circumstances may change over time. The fact that a disclosure statement has been completed does not relieve each director, officer, committee member and managerial employee of the responsibility to disclose specific conflicts of interest before action is taken on any matter involving the conflict.

This policy is adopted for the guidance of the directors, officers, committee members and employees of the VLT and is to be enforced solely by the Board of Directors.

**ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT**

I am disclosing the following as required by the VLT Conflict at Interest Policy.

**Direct Transactions**

Neither I nor any member of my immediate family have engaged over the past 12 months, or expect to engage in the future, in any business transaction with VLT, except as follows:

**Relationships**

Neither I nor any member of my immediate family is employed by (as employee, independent contractor, consultant or otherwise), or serves as a director or officer of, or has a material financial interest in (as owner, partner, shareholder or otherwise), any corporation or entity that has done business over the past 12 months, or expects to do business in the future, with VLT, except as follows:

**Gifts or Favors**

Neither I nor any member of my immediate family has over the past 12 months received or been promised any gift or favor of substantial value by any business entity that does business or seeks to do business with VLT, except as follows:

**Other Circumstances**

The following other circumstances involve me or a member of my immediate family that might be regarded as constituting a conflict of interest:

I have read and agree to comply with the VLT conflict of interest policy.

This information is given in good faith to the best of my knowledge and recollection at the present time.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Print name \_\_\_\_\_

VLT Position \_\_\_\_\_

# VLT ANNUAL CALENDAR OF ACTIONS

(General Membership Meeting = GM. Board of Directors meeting = BD)

*The following dates reflect normal / traditional timelines; adjustments may of course be made to accommodate special circumstances or changing objectives.*

JUNE GM JUNE BD	Annual Meeting: Elect Board of Directors Outgoing Board and Incoming Board Set cost of season tickets and individual ticket prices Approve set construction contract Set cost of group/house rates for private shows Set membership dues Set date(s) of future Board & Membership meetings
JULY GM JULY BD	Set date for mailing of season ticket flyer
AUGUST GM AUGUST BD	Traditional picnic meeting and Muriel Award (Super Volunteer) presentation
SEPTEMBER GM SEPTEMBER BD	Distribute updated Membership Directories
OCTOBER GM OCTOBER BD	Set date of Holiday Party; start planning for program
NOVEMBER GM NOVEMBER BD	Appoint Life Membership Committee from Life Members
DECEMBER GM DECEMBER BD	Traditional Holiday Party
JANUARY GM JANUARY BD	Begin discussion of slate of plays for next season
FEBRUARY GM FEBRUARY BD	Continue discussion of slate of plays for next season Appoint Nominating Committee
MARCH GM	Discussion and vote on slate of plays for next season; VLT Birthday remembrance; announce Life and/or Honorary Members Announce nominees for President
MARCH BD	
APRIL GM APRIL BD	Presidential election Appoint Muriel Award Committee from previous winners
MAY GM MAY BD	Nominating Committee report / Nominations from the floor for Board Members Interview prospective directors for next season Distribute Board and Committee Chair annual report forms

## PAST PRESIDENTS OF THE VERY LITTLE THEATRE

1929-1930	Gerda Brown	1979-1980	Karen Saddington Falise Scheeland
1930-1931	Virginia Walker	1980-1981	Karen Saddington Falise Scheeland
1931-1932	Kenneth Shumaker	1981-1982	Ethan Newman
1932-1933	Robert Horn	1982-1983	Ethan Newman
1934-1935	Lance Hart	1983-1984	Phyllis Herlocker
1935-1936	Ethel Christie	1984-1985	Dennis Dolan
1936-1937	Fred Cuthbert	1985-1986	Dick Doering
1937-1938	Fred Cuthbert	1986-1987	Frank Geltner
1938-1939	Henry Korn	1987-1988	Frank Geltner
1939-1940	Gerda Brown	1988-1989	Frank Geltner
1940-1941	Ethan Newman	1989-1990	Ruth Dull
1940-1941	Ethan Newman	1990-1991	Ruth Dull
1941-1942	Kenneth Griffith	1991-1992	Wanda Grabau
1942-1943	Gretchen Parker	1992-1993	Wanda Grabau
1943-1944	Glenn Hasselrooth	1993-1994	Frank Geltner
1944-1945	Dwight Newman	1994-1995	Wanda Grabau
1945-1946	Mary Krenk	1995-1996	Tim Tendick
1946-1947	Bruce Nidever	1996-1997	Tim Tendick
	Dorothy Scott	July 1997	Rob Catalano
1947-1948	Marvin Krenk	1997-1998	Ruth Dull
1948-1949	Mary Krenk	1998-1999	Scott Barkhurst
1949-1950	Fred Cuthbert	1999-2000	Scott Barkhurst
1950-1951	Fred Cuthbert	2000-2001	Scott Barkhurst
1951-1952	Ethan Newman	2001-2002	Karen Scheeland
1952-1953	Dwight Newman	2002-2003	Karen Scheeland
1953-1954	Ken Poull	2003-2004	Karen Scheeland
1954-1955	Ken Griffith	2004-2005	Karen Scheeland
1955-1956	Gene Herlocker	2005-2006	Karen Scheeland
1956-1957	Roger Houglum	2006-2007	Suzanne Shapiro
1957-1958	Fred Cuthbert	2007-2008	Suzanne Shapiro
1958-1959	Jean Poull	2008-2009	Jack Powell
1959-1960	Ethan Newman		
1960-1961	Ken Poull		
1961-1962	Phyllis Herlocker		
1962-1963	Dwight Newman		
1963-1964	Fred Himsworth		
1964-1965	Ken Griffith		
1965-1966	Ladelle Houglum		
1966-1967	Don Nutting		
1967-1968	Carolyn Chambers		
1968-1969	Ken Poull		
1969-1970	Ethan Newman		
1970-1971	Rex Reichardt		
1971-1972	Melina Neal		
1972-1973	Gerda Brown		
1973-1974	Phyllis Herlocker		
1974-1975	Charles Ruff		
1975-1976	Gene Herlocker		
1976-1977	Judi Johnson		
1977-1978	Phyllis Herlocker		
1978-1979	Ladelle Houglum		