



**BYLAWS
OF
THE BARN THEATER, INC.**

Effective January 2025

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ARTICLE 1:

MEMBERSHIP:

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SECTION 1: PLACE OF MEETINGS:

All meetings, including electronic meetings, of the Board of Directors of the Barn Theater shall be held at the primary office of the corporation in the City of Porterville, County of Tulare, State of California unless otherwise stated in notice by any said member.

SECTION 2: ANNUAL MEETINGS:

The public annual meeting shall be held in January at the place and time designated by the Board of Directors, notice of which shall be posted publicly on the website and social media.

SECTION 3: SPECIAL MEETINGS:

Special meetings of the community or Directors, for any purpose(s) whatsoever, may be called at any time by any board member by contacting the Board of Directors.

SECTION 4: NOTICE OF MEETINGS:

Notice of all meetings may be given by any Director in writing or electronically and made public, including, but not limited to, monthly Board of Directors meetings. The “Notice of Meeting” shall contain the date, time, place and agenda and be given within 24 hours of the projected meeting.

SECTION 5: QUORUM:

A quorum shall consist of 2/3 of board members in attendance via in person or by virtual attendance. A motion must be passed by a 2/3 majority vote of those in attendance.

SECTION 6: VOTING RIGHTS:

Each eligible voter and each active Director is entitled to one vote each regarding the election of Board Directors.

Any Director may nominate a non-voting member to the current board in the event of fulfilling an unexpected vacancy. This appointed member

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must be voted in by majority vote by the board of Directors and serve the remaining term as a non-voting Director.

Any Director may nominate a non-voting member to the current board in the event of fulfilling an unexpected vacancy. This appointed member must be voted in by majority vote by the board of Directors and serve the remaining term as a non-voting Director.

SECTION 7: COMMUNITY & VOLUNTEERS:

The Barn Theater community is made up of patrons, members of the community, volunteers, performers and the Board of Directors. The Barn Theater is a volunteer driven organization.

The Board of Directors for each season are elected by eligible voters defined as volunteers, members of the community, and patrons of the Barn Theater each who have achieved one or more of the following during the season prior:

A: Being a holder of a Barn Theatre Lifetime Award that was presented by the Board of Directors to an exceptional member of the community. Lifetime Award Recipients are eligible to vote for each season's Board of Directors.

B: Season Ticket holder of the prior season, when tickets are made available.

C: Donation of 30(+) hours of volunteer service in the Barn Theatre of the prior season, verified by the Board of Directors.

SECTION 8: DETERMINATION OF CURRENT BOARD OF DIRECTORS OF RECORD:

Once the Board of Directors are voted in, the board must declare the results publicly.

SECTION 9: AMENDMENTS OF BYLAWS:

Bylaws of this corporation may be adapted, amended or revoked by vote or a written, including electronic, request of current Barn Theatre eligible voters per Section 7.

ARTICLE 2:

DIRECTORS & MANAGEMENT:

SECTION 1: EXERCISE OF POWER BY BOARD OF DIRECTORS:

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All corporate powers shall be exercised by or under the authority of the business and affairs of this corporation. This corporation shall be controlled by a board of 15 Directors. The number so stated shall constitute the authorized number of Directors unless the articles provide otherwise by an amendment of these bylaws, duly adopted by the votes or written request of members entitled to exercise a majority of the voting power of the corporation. All Board Directors and Directors of shows will be issued a numbered key. Assistant directors will also be issued a key, if needed. **THE BOARD OF DIRECTORS MUST APPROVE ANY KEYS TO BE SHARED TO ANYONE OTHER THAN WHO THEY ARE ASSIGNED!** Failure to follow this procedure will result in key privileges being **IMMEDIATELY** revoked. Any lost keys will be the financial responsibility of the assigned Director and must contact the Board immediately for replacement. **KEYS ARE NOT TO BE COPIED AT ANY TIME!** Copying of any key without the consent of the Board will be cause for immediate revoking of all key privileges.

SECTION 2: ELECTION OF DIRECTORS:

Directors shall be elected for a term of two (2) years. The number of Directors to be elected at each annual meeting will be determined by the number of whose terms expire, plus any other vacancies which exist.

Any Board Director may nominate a non-voting member to the current board in the event of fulfilling an unexpected vacancy. This appointed member must be voted in and serve the remaining term as a non-voting Director.

No person shall be nominated or elected to serve on the Board of Directors concurrently with a spouse or significant partner.

Ballots shall be sent to the current eligible voters of said corporation to be notified of the next public annual meeting.

SECTION 3: VACANCIES:

A vacancy on the Board of Directors exists in any of the following events:

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A: death

B: resignation

C: removal

Vacancies may be filled by a majority of the remaining Directors in the event of having less than a quorum. Each Director so elected shall hold office until his/her successor is elected at the next balloting for Board of Directors.

SECTION 4: REMOVAL OF DIRECTORS:

The entire Board of Directors or any individual Director may be removed from office by a two-thirds majority vote of the Board of Directors if just cause is shown.

SECTION 5: PLACE OF MEETING:

Regular meetings of the Board of Directors shall be held at any place which may be designated by the Board of Directors.

SECTION 6: ORGANIZATIONAL MEETINGS:

An organizational meeting of the Board of Directors shall be held in January after the public annual meeting for the purpose of election of officers and the transaction of other business. Directors shall take place at the regular meeting in February.

SECTION 7: REGULAR MEETINGS:

Regular meetings of the Board of Directors shall be held monthly as determined by the Board of Directors.

SECTION 8: SPECIAL MEETINGS:

All special meetings of the Board of Directors shall be called by any Director of the executive board or by two (2) Directors upon notification of the executive board.

SECTION 9: QUORUM:

Two-thirds of the authorized number of Directors constitutes a quorum

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of the Board for the transaction of business.

In the absence of a quorum, no voting may take place until the next scheduled Board meeting.

SECTION 10: COMPENSATION OF DIRECTORS:

Directors shall serve on the Barn Theater Board without any compensation.

SECTION 11: EXECUTION OF CONTRACTS:

The Board of Directors may authorize any outside entity to enter into contract or execute and deliver any instrument in the name of and on behalf of the corporation. No Director or member shall have the authority to bind the corporation to any contract or to pledge its credit or to render it liable for any purpose or to any amount unless he/she is so authorized by the Board of Directors.

ARTICLE 3:

OFFICERS:

SECTION 1: IN GENERAL:

The elected officers of this corporation shall be the following:

President

Vice President

Corresponding Secretary

Recording Secretary

Treasurer

SECTION 2: PRESIDENT:

The President shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the members, Board of Directors and the executive Board and shall exercise a general supervision of the

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business affairs and property of the corporation. He/she shall oversee all committees, except the nominating committee.

He/she shall have subject to the advice and control of the Board of Directors, charge of the direction and general management of the affairs, business, and volunteers of the corporation. He/she shall have such powers and perform such other duties as may be assigned to him/her by the Board of Directors or by the bylaws.

The president does not cast a vote unless there is a tie. The President then breaks the tie with their vote.

SECTION 3: VICE PRESIDENT:

If at any time the President should be absent or unable to act, the Vice President will take his/her place and will be vested with the powers of and shall perform the duties of the President. In addition, he/she shall have such other powers and perform such duties as may be assigned to him/her by the Board of Directors.

SECTION 4: RECORDING SECRETARY:

The Recording Secretary shall keep a book of minutes of all meetings of its Directors and of its members with the time and place of the holding. The names present must be recorded in the minutes. Said minutes must be kept available at the said corporation's primary office.

SECTION 5: CORRESPONDING SECRETARY:

The Corresponding Secretary shall perform whatever is requested by the President or the Board of Directors in the nature of correspondence.

SECTION 6: TREASURER:

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of this corporation. The treasurer will see that the Welfare/Exemption and the Non-Profit status reports are filed annually. All checks/drafts for money of the corporation shall be signed by the Treasurer or designated officer and must be brought to the attention of the Board of Directors.

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ARTICLE 4:

CORPORATION RECORDS AND REPORTS:

SECTION 1: INSPECTION:

Demand of inspection, other than at a Board of Director's meeting, may be requested to any member of the Executive Board.

Any Director or member of the public has the right to inspect any and all books, records or documents of any kind, including the physical properties of this corporation.

This corporation shall keep in its primary office for the transaction of business a copy of its bylaws as amended or otherwise altered to date.

These bylaws shall be certified by the Recording Secretary of the corporation and shall be open to inspection by all members of the public at any reasonable time.

SECTION 2: MEMBERSHIP REGISTER:

All volunteer registers and mailing lists are the sole property of The Barn Theatre and are to be used by the corporation only. No list shall be released or sold to any other organization or individual at any time.

ARTICLE 5:

MISCELLANEOUS:

SECTION 1: ROBERT'S RULES:

"Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of The Barn Theatre. This book shall remain in the corporation's primary office for reference.