

# Bylaws

## Circus Contraption

### Preface

The following are the bylaws of Circus Contraption, a nonprofit Washington corporation. This corporation has been formed to create and stage unique circus performances, and to provide the community and professional performers with circus arts training. All present and future Directors, volunteers, employees and other associates of Circus Contraption are subject to these bylaws, and to any rules, regulations and policies adopted by its Board of Directors.

### Article 1: Purpose

- 1.1 This corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).
- 1.2 The specific purposes for which this Corporation is organized are to assist the general community by providing services designed to present circus arts in new and unusual contexts. Circus Contraption will expose and educate audiences of all ages to both traditional and modern circus arts through performances of original works and/or scripted physical theater plays, and through training for students, adults and professionals. The means toward achieving this purpose may include, but are not limited to:
  - Live performances for the general public in both resident and touring locations
  - Training workshops in circus arts, physical theater, music, and related forms for beginners, intermediate students, and professionals
  - Collaborations with other art forms and performing groups (such as visual arts, puppetry, music, dance, theater, media)
  - Production of audio and video recordings of circus-related creative work
  - Tours to locations not regularly exposed to the performing arts
  - Performances and educational residencies in schools

### Article 2: Membership

- 2.1 The corporation shall have no voting members.

### Article 3: Board of Directors

- 3.1 The Board of Directors shall be the governing administrative body of the Corporation. The Board shall be responsible for setting such policies and regulations therefor not prohibited by statute or by the Articles of Incorporation or these bylaws. The Board of Directors shall provide support to the employees, if any, of the Corporation.
- 3.2 The Board shall consist of not less than eight (8) nor more than eleven (11) Directors.
- 3.3 The Directors of the Corporation shall be initially appointed in the Articles of Incorporation and then the initial Directors shall elect additional or replacement Directors. An affirmative vote of two-thirds (2/3) of the Directors in office shall be necessary to elect a new Director.
- 3.4 The terms of office of the Directors shall be three (3) years.
- 3.5 Directors may be removed from office, with or without cause, at any Board meeting by a vote of two-thirds (2/3) of the Directors in office, if and only if consideration of such action is indicated in the meeting notice. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting, if that Director is present. No more than two Directors may be removed at any single meeting.
- 3.6 Unexcused absence from three (3) consecutive meetings of the Board of Directors shall be due cause for removal of a Director by a vote in accordance with section 3.5.
- 3.7 A majority of the Directors in office shall be necessary at all board meetings to constitute a quorum for the transaction of business. If there be less than a quorum present at any meeting of the Board the majority of those present may cancel the meeting or reschedule the meeting to another time. At the rescheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice, provided a quorum is present at such deferred meetings.
- 3.8 Each Director shall possess one vote in matters coming before the Board. All voting at meetings of the Board shall be by each Director in person; voting by proxy shall not be allowed.
- 3.9 Any decision or action that may be taken by the Directors at a meeting may be done without a meeting, if consent in writing setting forth the decision or action is signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.
- 3.10 The Board may appoint one (1) or more committees that consist of one (1) or more Directors. Such committees, if composed entirely of Board members, shall have and exercise, to the extent provided in the resolution that establishes such committee, the authority of the Board in the management of the corporation except as limited by law.

3.11 Any Director may resign by submitting a written resignation to the Board. Such resignation shall become effective immediately without the necessity of acceptance unless otherwise specified in the resignation.

3.12 Vacancies on the Board shall be filled by the remaining Directors within three (3) months by electing a replacement or by modifying the number of Directors within the limits set in section 3.2.

3.13 No Board member or officer shall receive compensation for their service as Director or Officer. Board members may serve the corporation in other capacities (as staff, performers, etc) and may be paid reasonable and customary fees for their services in these other capacities.

## Article 4: Officers

4.1 The officers of the Corporation shall be a Secretary, Treasurer and Convener. The Board of Directors shall elect these officers from among their number. None of these positions may be united in one person.

4.2 Officers shall serve until the election of their successors at the next annual meeting of the corporation.

4.3 The Board of Directors may appoint such other officers and agents as it shall deem necessary and expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.4 Any officer may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Directors in office. The motion for removal should indicate whether the officer is to remain on the Board or is being removed from their role as Director as well.

4.5 The Secretary shall issue notices for all meetings; keep minutes of all meetings; have charge of the seal and corporate books; and make such reports and perform such other duties as are incident to his or her office or are properly required of the Secretary by the Board of Directors.

4.6 The Treasurer shall have the custody of all moneys and securities of the Corporation; keep regular books of account; disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; render to the Board of Directors from time to time as may be required of the Treasurer an account of all his or her transactions as Treasurer and of the financial condition of the Corporation; and perform such other duties incident to such office or properly required of the Treasurer by the Board of Directors.

4.7 The Convener of the Board of Directors shall execute all contracts and other instruments of the Corporation as authorized by the Board of Directors; preside at all meetings of the corporation; initiate calling meetings of the Board; and perform all such other duties usually inherent in such

office or properly required of the Convener by the Board of Directors.

- 4.8 In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director.
- 4.9 Vacancies in any office arising from any cause shall be filled by the Board of Directors within three (3) months.
- 4.10 The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## Article 5: Meetings

- 5.1 The Board of Directors of the corporation shall hold annual meetings on the first Wednesday after Labor Day each year from 7:00-9:00pm Pacific time (or another time in September specified by the Board of Directors), and such additional Board meetings as the Directors deem necessary for the competent management of the corporation.
- 5.2 In the event of a dispute, the parliamentary authority for meetings shall be the most current available edition of *Robert's Rules of Order* or such other published book of parliamentary procedure as shall be approved at the meeting.
- 5.3 Except as otherwise provided by statute, by the Articles of Incorporation, or by these bylaws, passage of any matter submitted to vote at a meeting where a quorum is in attendance shall require the affirmative vote of at least two-thirds (2/3) of the voting power present.
- 5.4 Meetings of the board of directors may be called by any two directors, to be held at the principal office of the Corporation or at such other place or places as the directors may from time to time designate.
- 5.5 Written notice of all meetings shall be given to each director at least three days (72 hours) prior to the meeting by fax, mail, email or personally. A notice posted on an official bulletin board designated for such purpose by the Secretary, located in the primary rehearsal space or business offices of the Corporation at least 7 days (168 hours) prior to the meeting may also serve as legal notice of meetings. If separate boards are designated for this purpose in different locations (at a rehearsal space and in an office, for instance), timely notice must be posted on all relevant bulletin boards.
- 5.6 Waiver of any notice in writing, signed by a director or officer, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a required notice. Attendance by a director at any meeting of the Board shall be a waiver by her or him of timely and

adequate notice unless she or he expressly challenges the notice when the meeting begins.

- 5.7 If all directors are present at any meeting of the Board no notice shall be required and any business may be transacted.
- 5.8 Whenever the provisions of the statute or these Bylaws require notice to be given to any director, officer, or other party, they shall not be construed to mean personal notice; such notice may be given in writing by depositing the same in a US post office or letter box, with proper postage affixed, addressed to said party at his or her address as the same appears on the books of the Corporation. The USPS business day following the postmark date shall be deemed to be the time of the giving of such notice.

## **Article 6: Director Liability Limitations**

- 6.1 A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.
- 6.2 Directors of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Bylaws or the Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

## **Article 7: Indemnification**

- 7.1 *Right to Indemnification:* Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in any official capacity as a director, trustee, officer, employee or agent or in any other capacity while

serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

7.2 *Right of Claimant to Bring Suit:* If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

7.3 *Nonexclusivity of Rights:* The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

7.4 *Insurance, Contracts and Funding:* The Corporation may maintain insurance at its expense to protect

itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure payment of such amounts as may be necessary to effect indemnification as provided in this Article.

7.5 *Indemnification of Employees and Agents of the Corporation:* The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## Article 8: Accounting year

6.1 The corporation's accounting year shall be from January 1 to December 31.

## Article 9: Amendments

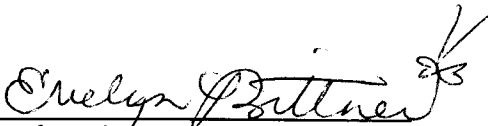
7.1 These Bylaws may be amended or repealed by vote of two-thirds (2/3) of the Directors in office.

## Article 10: Titles

8.1 The titles and numbering of the Articles and Sections of these bylaws are for convenience only and do not alter, affect, or add to these bylaws.

## Adoption

These Bylaws have been approved and adopted by the Board of Directors of Circus Contraption on the 29<sup>th</sup> of September, 1999.

  
Evelyn Bittner, secretary