

ARTICLE I: NAME AND LOCATION

Section 1.

The name of this organization is Orange County Children's Theatre as of 1986, also DBA: O.C.C.T., Orange County Community theatre and Orange County Youth Theatre Formerly *Fountain Valley Community Theater*, a non-profit corporation.

Section 2.

The principal office of this organization, in the state of California, is located in the County of Orange.

ARTICLE II: PURPOSES

Section 1.

The purposes of this organization are:

- A. To provide a positive teaching experience for children, ages 5-18 years old (18 or through the end of the summer show after the senior year of high school, whichever is later) and their families in the many aspects of the performing arts.
- B. To provide workshops on the various aspects of the performing arts.
- C. To offer live theater to the community at large.
- D. To encourage and engage families in the many volunteer opportunities of the theater.

Section 2.

This organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of corresponding section of any future federal tax code (hereinafter "Internal Revenue Code") The Internal Revenue code Identification number this organization is 23-7099408.

ARTICLE III: BASIC POLICIES

The following are basic policies of this organization, as aligned with the policies expected of a 501 (c) (3) volunteer, non-profit organization.

1. The organization shall be noncommercial, nonsectarian, and nonpartisan.

2. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, section 2.

OCCT Bylaws page 2

3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (A) by an organization exempt from federal income tax under Section 501 (c) (3) if the Internal Revenue Code, or (B) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code.

4. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit children's foundation or children's organization that have established their tax exempt status under Section 501 (c) (3) of the Internal Revenue Code and whose purposes are in accordance with those of this organization.

5. The organization of members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.

ARTICLE IV: MEMBERSHIP

Section 1.

Theatre memberships are open to all individual adults or families interested in promoting the performing arts.

Section 2.

Theatre memberships, except for Lifetime and Affiliate memberships, are valid for one year from the date of payment. Affiliate Memberships are valid for three years from the date of payment.

Section 3.

Theatre memberships are non-transferable and non-refundable.

Section 4.

General Membership shall be held by those who wish to support this organization by a donation of \$35.00. A General Member is entitled to one vote at the annual general membership meeting. Families who have joined as one general member are entitled to one vote.

Section 5.

Patron Membership shall be held by those who wish to support this organization by a donation of \$125.00. A Patron Member is entitled to two complimentary tickets to each production during the membership year, their name will appear in each O.C.C.T. program during the membership year. A Patron Member is entitled to one vote at the annual general membership meeting.

OCCT Bylaws page 3

Section 6.

Friends of the Theatre Membership shall be held by those who wish to support this organization by a donation of \$200.00. A Friends of the Theatre Member is entitled to two complimentary tickets to each production during the membership year, they may

place one complimentary eighth page ad in each O.C.C.T. program during the membership year and their name will appear in each O.C.C.T. program during the membership year. Friends of the Theatre Membership is entitled to one vote at the annual general membership meeting.

Section 7.

Sponsor Membership shall be held by those who wish to support this organization by a donation of \$400.00 A Sponsor Member is entitled to two complimentary tickets to each O.C.C.T. production during the membership year, their name will appear in each O.C.C.T. program during the membership and may place one complimentary half page ad in each O.C.C.T. program during the membership year. A Sponsor Member is entitled to one vote at the annual general membership meeting.

Section 8.

Affiliate Membership shall be held by those who wish to support this organization by a donation of \$600.00. This is a three year membership. An Affiliate Member is entitled to two complimentary tickets to each O.C.C.T. production during the membership year, their name will appear in each O.C.C.T. program during the membership and may place one complimentary quarter page ad in each O.C.C.T. program during the membership year. An Affiliate Member will receive one show shirt per show during the membership year. An Affiliate Member is entitled to one vote at the annual general membership meeting.

Section 9.

A Life Membership shall be held by those who wish to support this organization by a donation of \$1,500.00 or more. A Life Member will receive all the benefits of a Sponsor Member for life. A Life Member may receive one signed show shirt per show. A Life Member is entitled to one vote at the annual general membership meeting.

Section 10.

Honorary Life Membership may be conferred upon a person for outstanding service rendered to the Orange County Children's Theatre by a unanimous vote of the Administrative board. An Honorary Life Member is entitled to two complimentary tickets to each production of the Orange County Children's Theatre. An Honorary Life Member is entitled to one vote at the annual general membership meeting.

OCCT Bylaws page 4

Section 11.

A membership may be terminated or refused if,

A. Production participation fees are not paid when they are due, normally the first day of tech. week.

B. A 2/3 vote of the Administrative Board declares the member has acted in a manner contrary to the best interest and policies of the Orange County Children's Theatre.

ARTICLE V: GENERAL MEMBERSHIP MEETINGS

Section 1.

There shall be at least one meeting open to the general members per year. The meeting will be held before the casting of the Orange County Children's Theatre's winter show. The date, time and location shall be determined by the Administrative Board and a written notice via email of said meeting shall be transmitted to the general members not less than three weeks prior to date of the said meeting.

Section 2.

The purpose of the General Membership meetings shall be:

A. Elections of the President, Vice President, Treasurer, Production Secretary and Executive Secretary.

B. Ratification of proposed by-law changes

C. Presentation of annual financial reports

D. Any other business deemed necessary.

Section 3.

A quorum for the purpose of the General Membership meetings shall consist of at least 15 voting members.

Section 4.

The voting method at meetings, except for elections, shall be selected by the Administrative Board.

ARTICLE VI: ELECTIONS AND APPOINTMENTS

Section 1: Nominees shall be a current member in good standing for two consecutive years, or have served as a committee chair on the Administrative board for one year, or be approved by a 2/3 vote of the Administrative board.

OCCT Bylaws page 5

Section 2. The nominating committee shall consist of 2 Elected Board Members and 2 General Members. The 4 members will be voted in by a 2/3 vote by the Administrative Board.

Section 3. Qualified nominees who are interested in an elected office need to notify the 4 nominating committee persons 3 weeks prior to the General Membership meeting. The nominees shall be transmitted to the members no less than three weeks prior to the General Membership meeting. Elected officers shall begin their duties immediately after the election.

Section 4.

Uncontested nominees may be elected by a majority vote at the General Membership meeting. When there are contested offices of the Administrative Board, and there are at least 15 members present, elections shall be conducted by secret ballot at the General Membership meeting. If less than 15 members are present

at the General Membership meeting, voting shall be conducted by email. Two general members, not nominated for any office, selected by the Administrative board, shall count the votes.

Section 5.

All Administrative Board members must maintain a current membership.

Section 6.

Elected Officers shall serve a term of one year. An elected officer may be nominated for the same office and re-elected for no more than 3 consecutive years. In the absence of a qualified nominee, the officer in place at that time may continue to serve until a qualified nominee is elected. Elected board will notify general members of the unfilled position, call a special election to fill the open position, and communicate the results of that election.

Section 7: Any persons interested in becoming a committee head may email the elected board at any time for consideration. When a committee head steps down, the elected board will email the general members to find any interested parties. Committee heads are expected to serve for a year but may resign at any time.

ARTICLE VII: ADMINISTRATIVE BOARD FUNCTIONS

Section 1. The Administrative Board shall consist of five elected officers & Committee Chairpersons appointed by the elected board. The elected officers are The President, Vice President, Executive Secretary, Treasurer and Production Secretary.

Section 2.

President: Shall be a member of all committees, act as spokesperson on behalf of the Orange County Children's Theatre, conduct all Administrative Board and General Membership meetings, oversee fund raising activities, any grant committees, and the junior board. Shall perform all other duties pertaining to said office. Upon approval of the Administrative Board, the

President shall sign any contracts on behalf of the Orange County Children's Theatre.

OCCT Bylaws page 6

Section 3.

Vice-President: Shall be a member of all production committees and shall be responsible for administering the Orange County Children's Theatre productions, informing the Administrative Board of the progress, success, problems and any other pertinent information involved with each production in a timely manner. Shall insure adherence to the production budgets and shall perform all other duties pertaining to said office.

Section 4.

Executive Secretary: Shall be responsible for all Administrative Board correspondence and meeting minutes, oversee the membership records, file a copy of the bylaws and other legal documents, maintain a history of the organization and shall perform all other duties pertaining to said office. Executive secretary shall act as the parliamentarian unless otherwise appointed by the President.

Section 5.

Production Secretary: Shall be responsible for all Administrative Board correspondence and meeting minutes, oversee the membership records, file a copy of the bylaws and other legal documents, maintain a history of the organization and shall perform all other duties pertaining to said office. Executive secretary shall act as the parliamentarian unless otherwise appointed by the President.

Section 6.

Treasurer: Shall be responsible for keeping an accurate record of all transactions of the Orange County Children's Theatre. Shall pay all bills authorized by the Administrative Board, produce statement of account for each show, submit a financial

report at the Administrative Board meetings, and collect all production fees from box office and other committee heads. The Treasurer shall prepare and submit any required federal, state, local, etc. tax forms, work with any budget committees in establishing and maintaining a workable budget and shall perform all other duties pertaining to said office.

Section 7.

Committee Chairpersons: Chairpersons of the Administrative Board committees are appointed by the elected board. The Chairpersons shall present plans of work at the Administrative Board meetings for approval. No work shall be undertaken without the approval of the Administrative board, by a 2/3 vote.

OCCT Bylaws Page 7

Section 8.

The Administrative Board shall meet regularly at a time and date set by the Administrative Board. The Executive Secretary will notify the Administrative Board members of any change in meeting time or place. A quorum for the purpose of conducting business shall consist of 7 members.

Section 9.

A member of the Administrative Board may resign at any time. Such resignation will be effective at the meeting subsequent to that at which the resignation is tendered.

Section 10.

Absence from three consecutive meetings without reasonable excuse shall constitute a lack of interest and the Administrative Board may then declare by a 2/3 vote, the office vacant.

Section 11.

The function of the Administrative Board shall be to transact necessary business between meetings of the organization and such other business as may be referred by the organization. Authorization of payment of organization expenses, in accordance with approved budget or as directed by the organization. Creation of committees as deemed necessary to promote the purpose and carry on the work of the organization. The Administrative Board is subject to the orders of the organization and none of its acts shall conflict with action taken by the organization. Members of the Administrative Board shall not receive any compensation for their services to the organization.

ARTICLE VIII: BOARD OF TRUSTEES

Section 1.

The Board of Trustees of the Orange County Children's Theatre shall consist of at least 5 members of the community dedicated to furthering theater arts programs for children. Members of the Board of Trustees shall be appointed by the Administrative Board by a majority vote and shall serve a two year term of office. A Chairperson shall be elected by a majority vote of the trustees and shall have a term of one year. The President and Vice President of the Orange County Children's Theatre shall be members of the Board of Trustees with all rights and privileges.

Section 2.

The Board of Trustees shall advise the Administrative Board in managing the goals, fund raising efforts and financial matters of the Orange County Children's Theatre.

OCCT Bylaws page 8

Section 3.

The Board of Trustees may create any committees deemed necessary.

Section 4.

The Board of Trustees shall meet at least once per year.

Section 5.

A quorum for the purpose of conducting business shall consist of three members.

Section 6.

A member of the Board of Trustees may resign at any time. Such resignation will be effective at the meeting subsequent to that which the resignation is tendered.

Section 7.

Absence from three consecutive meetings without reasonable cause shall constitute a lack of interest and the Administrative Board may then declare by a 2/3 vote, the office vacant.

Section 8.

When a vacancy on the Board of Trustees occurs, the elected Administrative board shall appoint by majority vote a replacement to serve the remainder of the term of the appointment.

Section 9.

A member of the Board of Trustees shall not receive any compensation for their services to the Orange County Children's Theatre and its productions.

ARTICLE IX: JUNIOR BOARD

Section 1.

The Orange County Children's Theatre Junior Board shall be open to youth members of O.C.C.T. They shall form their own set of by-laws, subject to the purpose of the Orange County Children's Theatre.

Section 2.

The Junior Board will hold regular meetings which will be attended by the Junior Board Adult Advisor.

Section 3.

Actions of the Junior Board must have the approval of the Administrative Board.

OCCT Bylaws page 9

Section 4.

Productions of the Junior Board shall be overseen by an Administrative Board or appointee.

Section 5.

The Administrative Board may remove from the Junior Board, by a 2/3 vote, any Junior Board member who acts in a manner contrary to the best interest of the Orange County Children's Theatre.

ARTICLE X: BY-LAWS

Section 1.

This organization is a nonprofit corporation organized under the laws of the State of California. Its "articles of organization" comprise the articles of incorporation and these bylaws as from time to time amended. In the event of any conflict between the articles of incorporation and these bylaws, the organization shall take prompt action to amend the articles of incorporation to conform to the provision of these bylaws.

Section 2.

The Administrative Board may appoint a by-law's review committee, composed of the President, Executive Secretary, and three general members.

Section 3.

Proposed by-law changes shall be submitted to the Administrative Board at least 3 weeks prior to the annual General Membership meeting. Revisions to the existing by-laws must be ratified at

the General Membership meeting by a 2/3 vote of all voting members present.

ARTICLE XI: RULES OF ORDER

Section 1.

The rules contained in Roberts Rules of Order, newly revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the special rules of the Orange County Children's Theatre.

END OF BY-LAWS

OCCT Bylaws page 10

**ORANGE COUNTY
CHILDREN' S
THEATER**

A Non-profit Organization

Also DBA:

O.C.C.T.,

And

Orange County Community Theatre,

And

Orange County Youth Theatre,

Formerly

Fountain Valley Community Theatre

BY-LAWS 7th revision

1st Revision: Accepted August 14, 1993

2nd Revision: Ratified: October 3, 2005

3rd Revision: Ratified: October 22, 2009

4th Revision: Amended: August 12, 2013

5th Revision: Ratified: October 13, 2014

6th Revision: Ratified: October 20, 2016

7th Revision: Amended: September 11th, 2018