

# **BYLAWS of the PANIDA THEATER COMMITTEE, INCORPORATED**

## **ARTICLE 1 – ORGANIZATION**

### **Section 1. Name, Status and Location**

The following shall be the Bylaws of the above CORPORATION, a 501(c)(3) nonprofit corporation organized under the State of Idaho, Code Section 30-35, and hereinafter referred to as the “Corporation.” Any of the sections or subsections conflicting with incorporation laws of the State of Idaho shall be considered null and void. The principal office of the Corporation shall be Sandpoint, Idaho.

### **Section 2. Mission, Vision, Values, and Nondiscrimination Clause**

The MISSION statement of the Corporation is: To share and protect the historical integrity of the Panida Theater as a center of entertainment, education, and community involvement.

The VISION of the Corporation is: The historic Panida Theater seeks to preserve, protect, and provide a venue to enrich the community culturally and economically.

The VALUES of the Corporation are: historic preservation, inclusivity, collaboration, diversity, education, and economic stability.

NONDISCRIMINATION clause: The Corporation does not discriminate against any presenter, performer, applicant, member, or volunteer because of their age, race, color, religion, creed, national origin, sexual orientation, gender, marital status, or any other basis prohibited by law.

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Definition**

MEMBERSHIP in the Corporation shall include the right to attend all community Board meetings of the Corporation, except Executive Sessions.

### **Section 2. Types**

MEMBERSHIP in the Corporation shall include and be open to any person demonstrating a commitment of time and/or money.

MEMBERS contribute an annual membership fee and/or a specified number of volunteer hours/year. The annual membership fee and/or volunteer hours required for membership will be determined by the Board of Directors. Membership will provide admission to the Annual Membership Meeting and the right to vote on the slate of candidates for open Board of Director positions.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. Powers, Duties, and Governance/Management of Theater Corporate Affairs**

The Board of Directors shall have oversight of the property, affairs, and business of the Corporation; shall solicit or apply for donations or other forms of support to accomplish the purpose and mission of the Corporation; and shall establish committees as they deem necessary.

The Board of Directors shall also have the power to borrow money, execute business in the corporate bills, notes, and other evidences of indebtedness, mortgage property of the Corporation; and shall have the power to appoint or contract for legal and administrative

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assistance. The governance of the Board of Directors shall follow the principles of policy governance: establishing policies to govern operational decisions; engaging a Managing Director; monitoring and evaluating his/her performance; and assuring that the purpose and mission of the Corporation are properly and professionally carried out. The Board of Directors may, as funds permit, employ or contract for services with personnel to staff and/or manage any or all aspects of the theater and/or operations in accordance with the purpose and mission of the Corporation.

## **Section 2. Number and Qualifications for Board Directors.**

- A. NUMBER – The Board of Directors shall consist of a minimum of five (5) and a maximum of thirteen (13) Board of Directors of the Corporation.
- B. QUALIFICATIONS – Any member of the Corporation who has been a resident in the Bonner County area for one (1) year or longer shall be eligible to hold a position as a Board Director of the Corporation.

## **Section 3. Nominations, Election, and Terms for Board Directors**

- A. NOMINATIONS – Potential Board Directors shall be nominated following submission of required application and review by the Board of Directors Nominating Committee. During the Annual Membership Meeting of the Corporation, the Board of Directors shall present a slate of recommended candidates for open Board Director positions. These candidates shall orally present their qualifications to the membership attending the Annual Membership Meeting. Members eligible to vote shall indicate a “yes” or “no” on secret ballots, which will be collected by a Board member and a staff member conducting the voting process. To be elected, candidates must receive a simple majority of the votes cast by eligible voting members present. If more candidates receive a simple majority than there are openings available, those with the most votes will be offered the position.
- B. ELECTION and TERMS – Board Directors shall be elected to two (2) or three (3) year terms beginning and ending at the Annual Membership Meeting in October of each year. Board Directors may be elected for two (2) consecutive terms up to a maximum of six (6) years, after which they must leave the Board of Directors for at least one (1) year.

## **Section 4. Vacancy/Resignation/Absence/Removal**

- A. VACANCY – In the event of a vacancy between Annual Membership Meetings of the Corporation, the Board of Directors may consider Interim Board Directors from qualifications of those individuals submitting applications, and vote to install any replacement Interim Board Director, who shall have all rights and responsibilities assigned to Board Directors and shall serve until the next Annual Membership Meeting.
- B. RESIGNATION – Any Board Director or Officer may resign his/her position at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon its receipt by the Board of Directors or at such subsequent time as shall be specified in the notice of resignation.
- C. ABSENCE – Absence from three (3) regular Board of Director meetings in any twelve (12) month period may be cause for a vote by the Board of Directors, following due process, for removal.
- D. REMOVAL – A Board Director may be removed from the Board of Directors if the Board Director’s conduct or action, in his/her capacity as a Board Director or personal/professional dealings, has a severe detrimental effect on the ability of the Board

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or Corporation to conduct its business. Any Board Director may be removed by a vote of the Board of Directors exercising due process as follows:

1. The removal is proposed and discussed at an Executive Committee meeting called for that purpose;
2. The Executive Committee recommendation for removal shall be brought before the Board of Directors for discussion and vote;
3. The Board Director whose removal is being considered shall be invited to present reason(s) why his/her removal should be reconsidered at both the Executive Committee and a meeting of the Board of Directors;
4. Removal from the Board of Directors shall require a two-thirds (2/3) majority affirmative roll call vote of the Board of Directors at a scheduled meeting at which a quorum has been established; and
5. Removal of an Officer of the Board from his/her position as an Officer of the Board of Directors shall follow the above process.

## **Section 5. Compensation**

No Board Director of the Corporation shall be entitled to compensation for services rendered to the Corporation while holding his/her position as a Board Director. The Board of Directors may authorize reasonable compensation for services of value performed by a member of the Board of Directors provided the services are independent of his/her position as a Board Director.

## **Section 6. Conflicts of Interest**

Whenever a Board Director has a financial or personal interest in any matter coming before the Board of Directors, the Board of Directors shall ensure that:

- A. The interest of such Board Director is fully disclosed to all Directors of the Board.
- B. No interested Board Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- C. Any transaction in which a Board Director has a financial or personal interest shall be in the best interests of the Corporation and duly approved by the remaining Board of Directors.
- D. Payments to the interested Board Director shall be reasonable and shall not exceed fair market value.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, the voting record, and rationale for the decision.

## **Section 7. Standards of Conduct**

Each Board Director shall adhere to the following Code of Ethics:

- A. Board Directors shall act with integrity and in an ethical and professional manner in their interactions with each other, the administration, employees, volunteers, consultants, advisors, and the general public;
- B. Board Directors shall act in ways congruent with the mission and purpose of the Corporation so that their behavior will reflect positively upon the Board of Directors and the Corporation;
- C. Board Directors shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Board Directors;
- D. Board Directors shall use proper care and exercise independent professional judgment in

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- the performance of their duties; and
- E. Board Directors shall maintain confidentiality about all matters that are considered in Executive Session.

## **Section 8. Officers of the Corporation**

All Officers of the Board of Directors shall be DIRECTORS, and shall consist of a Chair, Vice Chair, Secretary, and Treasurer. All Officers of the Board of Directors shall have had at least one (1) year of service as a Board Director. Other Board Directors shall assist the Board Officers in whatever capacity is deemed necessary.

- A. Nomination, Election, and Term – Board Officers shall be elected by the Directors of the Board at the next Board of Directors meeting following the Annual Membership Meeting in October. Each Board Officer shall hold office for a one-year term, except for the Chair whose term shall be two (2) years, and until his/her successor has been duly elected. The Vice Chair, Secretary, and Treasurer shall serve in their office for no more than three (3) consecutive terms. The Chair shall serve for no more than two (2) consecutive terms.
- B. Designation and Duties – Board Officers and their respective duties shall consist of the following:
- 1) CHAIR – The Chair shall appoint committee chairs; shall preside as an ex-officio nonvoting director of all committees; shall preside over the Board of Directors meetings and Annual Membership Meetings; and shall set the meeting agenda, along with the Secretary with input from the staff and Board of Directors. The Chair serves as the key contact person from the Board of Directors to the Managing Director.
  - 2) VICE CHAIR – The Chair is responsible for designating specific responsibilities to the Vice Chair. The Vice Chair shall perform the duties and exercise the powers of the Chair, in the absence of, at the request of the Chair, or resignation or removal of the Chair.
  - 3) SECRETARY – The Secretary shall keep records of meetings, shall have custody of the minutes, and shall prepare the agenda with the Chair. The Secretary shall be responsible for maintaining all official records and correspondence of the Board. The Secretary shall review the attendance of Board Directors at Board meetings and bring to the attention of the Chair any Director who has reached three (3) absences within any twelve (12) month period.
  - 4) TREASURER – The Treasurer shall have oversight of the records of Corporate funds and of their deposit in and dispersal to banks, trust companies, or other depositories as authorized by the Board of Directors and shall see that accurate records are maintained, retained, and available in a timely manner. The Treasurer chairs the Finance Committee.

## **ARTICLE IV – COMMITTEES**

### **Section 1. Appointment and Election to Committees**

- A. The Board of Directors shall establish committees, as deemed necessary from time to time, to conduct or perform the various duties, functions, and responsibilities of the Corporation. These committees shall have and may exercise such powers as shall be conferred or authorized by the Board of Directors.

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- B. The chair of each committee shall determine its actions and fix the time and place of its meetings, unless the Board of Directors directs otherwise.
- C. All actions of the standing and ad hoc committees and workgroups are advisory to the Board of Directors

## **Section 2. Types of Committees**

- A. STANDING – Permanent committees appointed to deal with a specific subject or responsibility. These committees are:
  - 1) Executive
  - 2) Finance
  - 3) Community Outreach
  - 4) Fundraising
  - 5) Facilities
  - 6) Governance
  - 7) Volunteers
- B. AD HOC – Temporary committees formed for a specific task or objective and dissolved after completion of the task.

## **Section 3. Membership**

Each Board Director shall serve on at least one standing or ad hoc committee. Membership may also include interested stakeholders and volunteers as appropriate.

- A. EXECUTIVE COMMITTEE – This committee shall be comprised of Board Officers: Chair, Vice Chair, Secretary, and Treasurer. The Chair of the Board of Directors shall serve as Chair of the Executive Committee.
- B. FINANCE COMMITTEE – This committee shall be comprised of the Board Treasurer, the staff member who is tasked with financial matters and may include others.

## **Section 4. Committee Chair Responsibilities and Term of Office**

- A. Prepares the committee agenda in consultation with the committee members.
- B. Presides at all committee meetings or appoints a substitute and maintains a complete list of all committee members.
- C. Determines, in consultation with the Chair of the Board of Directors, short and long-range goals to be accomplished by the committee.
- D. Presents written reports to the Board of Directors concerning the results of committee meetings and any recommendations for action/approval by the Board of Directors.
- E. Follows up on recommendations approved by the Board of Directors to assure appropriate action is taken and completed as directed by the Board of Directors.
- F. A committee chair's term of office shall be one (1) year and may be renewable.
- G. An ad hoc committee chair's term of office shall be determined at the time that the Board of Directors creates the ad hoc committee and defines its purpose.

## **Section 5. Committee Vacancies and Membership Changes**

- A. In the event a vacancy occurs in the chair of any committee, the Chair of the Board of Directors shall appoint a Board member to fill the vacancy.
- B. Committee members may request reassignments from the Chair of the Board of Directors

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## **Section 6. Committee Responsibilities**

- A. EXECUTIVE COMMITTEE – Reports on any actions taken by the committee at Board of Director meetings. Performs other duties as the Board of Directors may deem necessary.
- B. FINANCE – Assists the staff and Treasurer in financial matters affecting the ongoing operation and viability of the Corporation. The scope of responsibility includes budget preparation, financial reviews, tax reporting, and audit review.
- C. COMMUNITY OUTREACH – Collaborates with staff, the media, and community organizations to promote and market the historic Panida Theater.
- D. FUNDRAISING – Oversees and works to provide fundraising for the Corporation. The scope of responsibility includes but is not limited to capital campaigns, planned giving, grants, membership, and the annual fund.
- E. FACILITIES – Maintains oversight and project management of the physical facility and infrastructure of the Corporation. The scope of the responsibility includes improvements and repairs, preventive maintenance, and architectural changes.
- F. GOVERNANCE – Creates and manages the recruitment, selection, orientation, and ongoing professional development of Board Directors. The scope of responsibility includes maintenance of the Bylaws of the Organization and the associated policies and procedures.
- G. VOLUNTEER – Recruitment, orientation, training, and management of Panida Theater volunteers.

## **ARTICLE V – MEETINGS**

### **Section 1. Annual Meetings**

- A. The Annual Membership Meeting of the Corporation shall be held in October of each year at the Panida Theater with the date set by the Board of Directors.
- B. Notice of the Annual Membership Meeting shall be published in the local media and in the Corporation's media at least thirty (30) days in advance of the Annual Membership Meeting.
- C. Each member of the Corporation shall be entitled to be present and shall have one (1) vote to be cast for each individual nomination for Board Director presented by the Nominating Committee.
- D. Proxies or absentee votes shall not be accepted.

### **Section 2. Board of Directors Community Meetings**

- A. LOCATION and SCHEDULE of MEETINGS – Board of Directors community meetings shall be held at the Panida Theater, electronically, or any other location established by a majority vote of the Board of Directors and as appropriately posted. The meetings shall convene once a month on a date and time designated by the Board of Directors.
- B. NOTICE of MEETINGS – Monthly community Board meetings shall require an advance forty-eight (48) hour notice including an agenda posted in a public location and other locations as determined by the Board of Directors. Monthly community meetings of the Board of Directors are open to the public.
- C. PROCEDURES – Corporation Bylaws shall serve as the primary method of governance. Robert's Rules of Order, Newly Revised (2020), may serve as an additional method of

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governance to the extent in which they are not in conflict with these Bylaws.

- D. **ADJOURNED MEETINGS** – The Chair of the Board of Directors may adjourn any meeting, whether a quorum has been established or not, to another time and place. At any such adjourned meeting, if a quorum is then present, any business that might have been transacted at the meeting as originally called may be transacted without further notice. The same meeting may not be adjourned more than once.
- E. **ORDER of BUSINESS** – The Chair along with the Secretary of the Board of Directors shall establish the agenda.
- F. **RECORDING of MEETINGS** – The Secretary of the Board of Directors shall record all meetings and shall include motions, seconds to motions, and specifying by whom the motions and the seconds were made, and whether actions were or were not approved. Meeting minutes shall be distributed to all Board of Directors and included with the subsequent Board of Directors meeting agenda. Meeting minutes shall be electronically archived and hard copies stored in the theater office in perpetuity.
- G. **QUORUM REQUIREMENT** – A majority of Board Directors, excluding vacancies, shall constitute a quorum for the transaction of business, and the acts of the majority of Board Directors present at a meeting in which a quorum is present shall be the acts of the Board of Directors. A meeting, at which a quorum is initially established, may not continue to transact business if the quorum is not maintained due to the withdrawal or departure of Board Directors. The Secretary of the Board of Directors shall note any such quorum breaks in the minutes. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority decision of Board Directors present may adjourn the scheduled meeting.
- H. **VOTING** – Each Board Director shall be entitled to one (1) vote on an action. Votes shall be conducted either by Consensus, when announced by the Chair of the Board of Directors and recorded as such or by a show of hands as a “Yay”, “Nay”, or “Abstention” and recorded as such by each Board Director’s name in the meeting minutes. No Board Director shall cast a vote on any matter which has direct bearing on services to be provided by him/her or any organization with which that Board Director is associated, or would otherwise be the basis for a conflict of interest as outlined in these Bylaws in Article III, Conflicts of Interest, Section 6. Proxy voting is permitted in unusual circumstances as determined by the Chair of the Board of Directors. It is the responsibility of the Board Director requesting a proxy to initiate this procedure by contacting the Chair and, if approved, to complete the required form and submit it to the Secretary of the Board of Directors.
- I. **SPECIAL MEETINGS** – Special meetings of the Board of Directors may be requested by any Board Officer for any purpose. A request must include the reason and particulars of the meeting and must be approved by a majority of the Board of Directors. Approval of the Board of Directors to notice a special meeting may be obtained by the use of electronic devices performed by a member of the Executive Committee and does not have to occur solely at a regularly scheduled Board of Directors meeting. Voting in a special meeting is permitted as long as it is noted in public meeting minutes requirements.
- J. **ACTION WITHOUT a MEETING** – The Board of Directors, by means of a written or other electronic device (Article V, Section K, 2), action or resolution, may consent to Action Without a Meeting of the Board of Directors. Where a Board meeting cannot be

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held, the same matters can be authorized by Consent to Action Without a Meeting that is signed physically or by electronic means by a majority of the Board of Directors.

K. MEETING by WAY of ELECTRONIC DEVICES – Directors may participate in meetings of the Board of Directors by means of electronic devices, such as telephones or computers, provided that:

- 1) The Corporation has easy access to such equipment. The electronic device shall permit the Board Directors not physically present at the meeting to:
  - a. Speak to and hear the comments and votes, if any, of the Board Directors who are physically present as well as other Board Directors who may not be physically present and who are also using electronic devices to participate in the meeting; and
  - b. Speak to and hear the comments of the public physically present at the meeting.
- 2) A majority of the Board of Directors is present at the noticed meeting place and a quorum is established at the convening or reconvening of the meeting. If after the convening or reconvening of a meeting a Board Director has been disqualified from voting, but is still present, Board Directors participating by electronic devices in accordance with this section shall be counted to maintain a quorum.
- 3) A Board Director may participate by electronic devices for one (1) or more of the following reasons:
  - a. Illness or disability of the Board Director;
  - b. Care for the ill in the Board Director's immediate family;
  - c. Emergency; or
  - d. Family or business travel.
- 4) A majority of the Board Directors determines that an in-person meeting is imprudent.

### **ARTICLE VI – FISCAL YEAR AND INDEMNIFICATION**

#### **Section 1. Fiscal Year**

- A. The fiscal year of the Corporation shall be from August 1<sup>st</sup> through July 31<sup>st</sup>.

#### **Section 2. Indemnification**

- A. INSURANCE – The Board of Directors shall exercise the Corporation's power to purchase and maintain Board of Directors' and Officers' insurance (including insurance for legal expenses and costs up to current policy limits incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Board Director or Officer of the Corporation against any liability asserted against him/her or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.
- B. NONEXCLUSIVITY of ARTICLE – The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Board Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Director or Officer, and shall inure to the



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benefit of such person's heirs, executors, and administrators.

### **ARTICLE VII – INTERPRETATION, SEVERABILITY, AND AMENDMENT**

#### **Section 1. Interpretation**

In case any doubt or dispute arises regarding the interpretation of any provision of these Bylaws, the matter shall be referred to the Executive Committee of the Board of Directors for decision. The decision taken by the Executive Committee of the Board of Directors shall be final.

#### **Section 2. Severability**

If any part of these Bylaws is held to be null and/or void, the validity of the remaining portion of these Bylaws shall not be affected.

#### **Section 3. Amendments**

These Bylaws may be amended or repealed, or new Bylaws adopted:

1. At a membership meeting, by a proposed action based upon a two-thirds (2/3) vote of the membership present, unless tabled or postponed.
  - a. Any draft changes or amendments shall be physically posted two (2) times on the website and electronically forwarded to the registered membership, at least sixty (60) days and thirty (30) days in advance of a vote by membership at a subsequent meeting.

As approved by a majority of the Board of Directors of the Panida Theater Committee Incorporated, and membership present on June 16, 2022:

Jim Healey  
Jim Healey  
Chairman, Board of Directors

16 June 2022  
Date