

BYLAWS
OF
THE DESERT THEATRE LEAGUE
A California Non-Profit Public Benefit Corporation

ARTICLE 1 – CORPORATE NAME, SEAL, OFFICES AND FISCAL YEAR

Section I. CORPORATE NAME.

- A. The name of the Corporation is Desert Theatre League.
- B. The Corporation may also be referred to as “DTL.”

Section II. CORPORATE SEAL.

The Corporate seal shall have inserted thereon the name of the Corporation, the year of its organization, and the words “A Nonprofit Corporation” and “Corporate Seal, California.”

Section III. CORPORATE OFFICES.

- A. The County of the Corporation’s principal office for the transaction of its business is Riverside County, California.
- B. The County of the Corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise.
- C. The principal office of the Corporation shall be located in the greater Coachella Valley region of Riverside County, California.
- D. The Board of Directors may change the principal office from one physical location to another within the named region by noting the change and effective date in the Corporation minutes.
- E. The Corporation may also have offices and mailing addresses at such other places, within or without the State of California, where it is qualified to do business, as the Board of Directors may from time to time approve, or the activities of the Corporation may require.

Section IV. FISCAL YEAR.

The Fiscal Year of the Corporation commences on July 1st and ends on the following June 30th.

ARTICLE 2 – DEFINITION OF TERMS

Section I. DEFINITIONS.

As used in these Bylaws, the following terms have the stated definitions:

- A. “Producing Member” shall mean and include those entities previously identified as a Theater Organization (a group of three or more unrelated persons) or an Independent producer (one or two persons) who are

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formally and actively organized (as a partnership, sole proprietorship, corporation or official department of an educational institution whether for-profit or non-profit to produce theatrical shows and entertainment.

- B. "Individual Member" shall mean and include any natural person who wishes to actively support and further the goals of the DTL.
- C. "Producing Member Representative" shall mean and include any person(s) identified in writing by the legally controlling person(s) of the Producing Member as having the authority to represent and vote on matters on behalf of the Producing Member. While a Producing Member may identify more than one representative, only one representative will be allowed to vote on behalf of the Producing Member at any particular meeting of the DTL. To avoid conflict, where multiple representatives are associated with a Producing Member, an order of hierarchy must be identified by the Producing Member in writing.

ARTICLE 3 – PURPOSE AND POWERS

Section I. PURPOSE. The purposes of this Corporation, in no significant order, are:

- A. To increase the awareness of local theater in the community;
- B. To improve communication between all local theater organizations;
- C. To implement programs and services that enhance the ability of Producing Members to produce quality theatrical entertainment;
- D. To recognize outstanding achievement within the local theater arts community by sponsoring a yearly Awards Ceremony in accordance with Judging Eligibility Criteria and Requirements established pursuant to provisions of these Bylaws; and,
- E. To award one or more scholarships annually to recipients selected in accordance with Scholarship Eligibility Criteria and Requirements established pursuant to the provisions of these Bylaws.

Section II. ADDITIONAL POWERS.

This Corporation has unlimited powers to do any lawful act under the provisions of the Act(s) governing this Corporation, and shall specifically undertake such acts as it deems necessary to further the specific purposes identified herein.

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ARTICLE 4 – STRUCTURE AND CONTROL OF CORPORATION

Section I. STRUCTURE.

This Corporation shall consist of Members (comprising Producing Members and Individual Members), a Board of Directors (selected from and by the Members), and an Executive Board (selected from the Board of Directors).

Section II. CONTROL.

Members, Board Directors and the Executive Board shall be established pursuant to the provisions of these Bylaws and shall have the duties, rights and privileges as identified herein.

ARTICLE 5 – MEMBERS (BECOMING, LOSING), DUES, DUTIES, RIGHTS AND PRIVILEGES

Section I. BECOMING A MEMBER

- A. INDIVIDUAL MEMBERS. Any natural person who wishes to actively support and further the goals of the DTL may become an Individual Member upon paying the annual membership dues as established pursuant to the provisions of these Bylaws.
1. The Board of Directors may choose to require Individual Members to be reviewed and accepted by the Board of Directors (or a Committee established and authorized thereby for this purpose) at the time of application and in accordance with Membership Eligibility Criteria and Requirements established pursuant to provisions of these Bylaws.
- B. PRODUCING MEMBERS. Any entity that wishes to actively support and further the goals of the DTL and that meets the definition of a Producing Member may become a Producing Member upon paying the annual membership due as established pursuant to provisions of these Bylaws.
1. The determination of whether a particular entity meets the definition of a Producing Member shall be made by the Board of Directors (or a Committee established and authorized thereby for this purpose) at the time of application and in accordance with Membership Eligibility Criteria and Requirements established pursuant to provisions of these Bylaws.
 2. In the event an entity is deemed ineligible for membership as a Producing Member, any individual associated therewith may still become an Individual Member as provided above.

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Section II. LOSING (RELINQUISHING/FORFIETING) MEMBERSHIP STATUS

- A. A Member may relinquish his/her membership at any time via written notification to the Board of Directors. In the case of Producing Members, such written notification must be signed by the legally controlling person(s) of the Producing Member.
- B. A Member may forfeit his/her membership if he/she/it is found by a majority of the Board of Directors to have applied for membership in bad faith and/or to not act in a manner that actively supports and furthers the goals of the DTL.

Section III. MEMBERSHIP DUES

- A. The Membership Dues amounts are set, and may from time to time be revised, by the Board of Directors at any proper meeting. Changes to Membership Dues amounts shall be noted in the Minutes.
- B. Membership Dues are payable at or before the beginning of the DTL's Fiscal Year.
- C. Paid Membership Dues shall establish membership in the Fiscal Year for which they are paid (regardless of when they are received); membership will cease at the end of the Fiscal Year.
- D. No rights or privileges of Members shall be available to any individual or entity that is not a paid Member in good standing of the DTL at the time the right or privilege accrues.

Section IV. MEMBERSHIP DUTIES

- A. Members are expected to actively support and further the goals of the DTL. This may include participating in DTL programs, attending DTL meetings, attending DTL functions, serving on DTL committees, and/or volunteering time to the DTL.
- B. Producing Members must provide the Board of Directors with a list, in writing, of one or more persons that are legally authorized to be the Producing Member Representative(s) at DTL meetings, proceedings and functions. This list should be in order of hierarchy so as to avoid voting or other conflicts.

Section V. MEMBERSHIP RIGHTS AND PRIVILEGES

- A. All Members, Producing and Individual, have the right to vote on a) amendments to these Bylaws; b) election of Board of Directors; c)

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Removal of individual Board of Directors; d) Judging Eligibility Criteria and Requirements; e) Scholarship Eligibility Criteria and Requirements, and f) Membership Eligibility Criteria and Requirements. Members may be offered the opportunity to vote on other matters that the Board of Directors previously may, from time to time in their discretion, deem appropriate.

- B. With respect to matters other than those specified immediately above, Members may offer input at any Regular Meeting at which such other matters are to be discussed and/or voted on, but Members who are not on the Board of Directors shall not participate in a vote on such matters unless the Board of Directors previously set the matter for Membership vote and properly noticed the matter to all Members.
- C. Individual Members shall have one vote on all matters to which they are entitled to vote. Producing Members shall have two votes on all matters to which they are entitled to vote.
- D. Members may receive notification of social events, fund-raisers, the Awards Ceremony, programs and services offered, and other DTL activities. Members may be eligible to participate in DTL programs and take advantage of DTL sponsored services that are specifically reserved for DTL members. Members may receive discounts to/for DTL functions, programs and services.
- E. Members shall receive timely notices of all regular meetings with agendas identifying matters for discussion and vote, all minutes of regular meetings, and all other minutes of Board Meetings.

**ARTICLE 6 – BOARD OF DIRECTORS AND EXECUTIVE BOARD
STRUCTURE, ELIGIBILITY, POWERS, DUTIES, RIGHTS AND PRIVILEGES**

Section I. STRUCTURE

- A. This Corporation shall have a minimum of six (6) persons known, collectively, as the Board of Directors, which shall include a President, a Vice President, a Treasurer, a Secretary, a Judging Coordinator, and a Scholarship Coordinator.
- B. For Fiscal Year 2005-2006, there shall be a maximum of 10 Directors on the Board of Directors. Thereafter, there shall be a maximum number of 15 Directors serving on the Board of Directors.
- C. The following officers, President, Vice President, Treasurer, and Secretary, shall be the Executive Board of the Corporation.

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- D. The Members shall annually, and not later than June 30 of each Fiscal Year, elect a slate of persons to serve generally on the Board of Directors. All officers and coordinators will be selected by and from the Board of Directors to serve a two-year term once they take office at the beginning of the next Fiscal Year.
- E. The Board of Directors terms (including the Executive Board) shall run concurrently with the Fiscal Year of the DTL.
- F. Each immediately preceding President of the Board of Directors shall automatically retain a seat on the Board of Directors for the year following his/her office unless he/she: a) declines to stay on the Board of Directors; b) fails to maintain Membership status in the DTL for the year following his/her office; or c) is voted off the Board of Directors by removal vote of the membership.
- G. Voting on Board of Directors shall be done at a regular meeting held not later than June of the Fiscal Year preceding the two-year term for which Directors are to be elected.
- H. A Nominating Committee shall compile a list of nominees to serve generally on the Board of Directors.
 - 1. The Nominating Committee shall consist of a chairperson who is a Member, and at least two other Members, all of whom are not candidates for office.
 - 2. The lists shall be presented to the Board of Directors at the regular meeting immediately preceding the election meeting.
 - 3. At the time the lists are presented, additional nominations may be taken from the floor.
 - 4. Candidates for President that are not elected as President may, in the alternative, be elected to serve generally on the Board of Directors.

Section II. ELIGIBILITY

- A. To be eligible to serve on the Board of Directors a person must be an Individual Member or a Producing Member Representative.
 - 1. Producing Members must be actively producing to maintain eligibility on the Board of Directors. In the event a Producing Member does not actively produce, one Producing Member Representative may remain on the Board of Directors as an Individual Member status.

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- B. Eligibility for the Board of Directors may be suspended after a second consecutive unexcused absence or a third absence from any meetings of the Board of Directors during any one term.
- C. To be eligible to serve on the Executive Board, a person must be on the Board of Directors.

Section III. REMOVAL FROM OFFICE

- A. Any Individual Director serving on the Board of Directors may be removed from office prior to the conclusion of his/her elected term by a vote of the Members in accordance with the voting provisions of these Bylaws.
- B. In the even that a vacancy(ies) on the Board of Directors necessitate finding additional Directors prior to the next election cycle, the Board of Directors may make a recommendation of a qualified candidate to be voted on by the Members at the next regular meeting, or a special meeting called for such purpose.

Section IV. POWERS OF BOARD OF DIRECTORS AND EXECUTIVE BOARD

- A. Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws relating to action required or permitted to be taken or approved by the Members, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors in accordance with "Robert's Rules of Order."

Section V. DUTIES OF BOARD OF DIRECTORS AND EXECUTIVE BOARD

- A. The duties of the Board of Directors shall be:
 - 1. Actively serve on at least one committee.
 - 2. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
 - 3. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

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4. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
 5. Meet at such time and place as required by these Bylaws;
 6. Register their addresses, phone numbers and, where applicable, e-mail addresses with the Secretary of the Corporation.
- B. The duties of the officers on the Executive Board shall be:
1. The President shall have powers and duties as defined in “Robert’s Rules of Order.”
 2. The Vice President shall have powers and duties as defined in “Robert’s Rules of Order.”
 3. The Treasurer shall have powers and duties as defined in “Robert’s Rules of Order.”
 4. The Secretary shall have powers and duties as defined in “Robert’s Rules of Order.”
- C. The Executive Board shall serve as signatories for the Board of Directors as prescribed by law.

Section VI. RIGHTS AND PRIVILEGES OF BOARD OF DIRECTORS AND EXECUTIVE BOARD

- A. Persons serving on the Board of Directors and/or the Executive Board shall have all of the Rights and Privileges afforded to Members under the provisions of these Bylaws.
- B. Persons serving on the Board of Directors and/or the Executive Board shall serve without compensation unless specifically authorized by amendment to these Bylaws and subject to the provisions of the laws governing this Corporation and its Articles of Incorporation.

ARTICLE 7-MEETINGS, QUORUM AND VOTING

Section I. MEETINGS

- A. The Board of Directors shall hold a regular meeting once each month in accordance with a schedule to be determined at the first meeting of each Fiscal Year and published in the minutes thereof.
 1. At least every second such regular meeting shall be open to all Members to attend. Other meetings may, at the discretion of the Board of Directors, be open to all Members. Irrespective of this requirement, however, any meeting where matters are pending for which Members are entitled to vote must be open to all Members to attend and be properly noticed to all Members.

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2. The place of each meeting of the Board of Directors shall be published in timely notices.
 3. For purposes of these Bylaws, proper and timely regular meeting notice shall mean sending a notice of meeting and a detailed agenda of matters to be discussed and specific matters pending for vote at least 15 days (i.e., date of posting) prior to the date of the meeting. Means to effect valid notice shall include regular US mail to the last recorded Member addresses. Where specifically provided by Members for such purpose, e-mail notice may be utilized. Hand delivery not later than 10 days prior to the date of the meeting may also be used.
 4. The minutes of all regular meetings, whether open to Members to attend or not, shall be distributed to all Members.
- B. The Board of Directors and/or the Executive Board may hold other meetings at such times, dates and places as it deems necessary and proper to accomplish the duties set forth in these Bylaws and to properly run the Corporation. Where such meetings involve matters for which Members are entitled to vote, proper notice requirements set forth above apply.

Section II. QUORUM.

For purposes of any meeting of the Board of Directors, whether open to Members to attend or otherwise, a quorum for purposes of convening the meeting, voting on policy matters and allocating funds from the general fund shall be four (4) Directors (irrespective of votes). Where notice is insufficient by the terms of these Bylaws, a quorum shall not exist.

Section III. VOTING

A. VOTES REQUIRED TO PASS MATTERS

1. With respect to all matters for which Members are entitled to vote (as provided in Article 5, Section V.A), a simple majority of votes cast (with Producing Members having two votes and Individual Members having one vote) shall be required to pass the matter.
2. With respect to all other matters voted on by the Board of Directors, a simple majority of Directors votes (with one Director having one vote) shall be required to pass the matter.

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3. Voting for election and/or removal of Directors shall be done by secret ballot. All other voting may be open or secret at the discretion of the Board of Directors.
- B. PROXY AND PRODUCING MEMBER REPRESENTATIVE VOTING**
1. With respect to all matters for which Individual Members are entitled to vote (as provided in Article 5, Section V.A), Individual Members may cast votes in person or through a written and signed Proxy presented to the Vice President (or his/her designee) prior to or at the start of the meeting for which the Proxy pertains. Proxies must be specific to the matters to be voted upon. General proxies covering all matters for all meeting are not acceptable.
 2. With respect to all matters for which Producing Members are entitled to vote (as provided in Article 5, Section V.A), Producing Members may cast votes in person (through any previously authorized Producing Member Representative) or through a written Proxy signed by an authorized Producing Member Representative and presented to the Vice President (or his/her designee) prior to or at the start of the meeting for which the Proxy pertains. Proxies must be specific to the matters to be voted upon. General proxies covering all matters for all meetings are not acceptable.
 3. With respect to all other matters voted on by the Board of Directors, each Director may cast votes in person or through a written and signed Proxy presented to the Vice President (or his/her designee) prior to or at the start of the meeting for which the Proxy pertains. Proxies must be specific to the matters to be voted upon. General Proxies covering all matters for all meeting are not acceptable. For purposes of Article 6, Section II.B, voting by proxy does constitute an absence from that meeting.
- C. ABSENTEE VOTING AND VOTING BY MAIL**
- Absentee Voting and Voting by Mail are authorized with respect to matters to be voted upon by Members (as provided in Article 5, Section V.A) and may be implemented by the Board of Directors where specific voting issues are properly and completely set forth and all notice requirements have been met following a full opportunity for Member discussion at a regular meeting of the Board of Directors.

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ARTICLE 8 – COMMITTEES AND HISTORIAN

Section I. CREATION OF AND TYPES OF COMMITTEES

- A. Committees of this corporation shall include, but not be limited to, a Membership Committee, a Judging Committee, and a Scholarship Committee.
 - 1. The Chairperson of the Judging Committee shall be the Judging Coordinator as elected by the Board of Directors pursuant to these bylaws.
 - 2. The Chairperson of the Scholarship Committee shall be the Scholarship Coordinator as elected by the Board of Directors pursuant to these bylaws.
 - 3. The Chairperson of the Membership Committee shall be the Vice President as elected by the Board of Directors pursuant to these bylaws.
- B. The Board of Directors may create such other committees as it deems necessary to study matters for adjudication and/or to aid in the performance of its duties.
 - 1. Except for the Judging, Scholarship and Membership Committees, as provided above, the President may select a Chairperson, who may or may not be a member of the Board of Directors, for each Committee.
 - 2. Each Committee must include at least one (1) member of the Board of Directors.
 - 3. The President is a member Ex Officio of all Committees and shall be notified of all committee meetings.

Section II. MEETINGS OF COMMITTEES

- A. Committees shall meet as necessary to adequately perform their duties and prepare any recommendation(s) to the Board of Directors, or as otherwise directed by the Board of Directors.
- B. Each Committee Chairperson shall notify the President when he/she wishes to be on the Board of Directors meeting agenda.

Section III. DUTIES OF COMMITTEES

- A. MEMBERSHIP COMMITTEE
 - 1. The Membership Committee shall maintain, follow, enforce and periodically review the Membership Eligibility Criteria and

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Requirements and make recommendations with respect to revision thereof as necessary, or as requested by the Board of Directors.

2. The Membership Committee shall review applications for membership and make decisions regarding membership in accordance with the Membership Eligibility Criteria and Requirements.

B. JUDGING COMMITTEE

1. The Judging Committee shall maintain, follow, enforce and periodically review the Judging Eligibility Criteria and Requirements and shall make recommendations with respect to revisions thereof as necessary, or as requested by the Board of Directors.
2. The Judging Committee shall make recommendations to the Board of Directors regarding fundraising for scholarships and shall oversee the Implementation of approved fundraising idea.

C. SCHOLARSHIP COMMITTEE

1. The Scholarship Committee shall maintain, follow, enforce and periodically review the Scholarship Eligibility Criteria and Requirements and shall make recommendations with respect to revisions thereof as necessary, or as requested by the Board of Directors.
2. The Scholarship Committee shall review applications for scholarship and make recommendations to the Board of Directors regarding scholarship awards in accordance with the Scholarship Eligibility Criteria and Requirements.
3. The Scholarship Committee shall make recommendations to the Board of Directors regarding fundraising for scholarships and shall oversee the implementation of approved fundraising ideas.

D. OTHER COMMITTEES

Section IV. RIGHTS OF COMMITTEES

Committee members may receive notification of social events, fundraisers, the Awards ceremony, and other DTL activities.

Section V. DTL HISTORIAN

The Executive Board shall appoint the DTL Historian who shall keep, obtain and maintain in an organized manner all DTL related materials as required by law. Such materials shall include meeting minutes and agendas, press

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releases, news stories (in print or other media), distributed publicity materials (such as flyers, posters, and the like), and records of programs and ceremonies (which may include photographs, playbills and related material from Awards Ceremonies). Included materials may be prepared by DTL or a third party. Each Producing Member shall submit data relating to the DTL to the Historian.

ARTICLE 9 – STAFF

Section I. NUMBERS OF PERSONNEL

A. The Staff Personnel may include, but are not limited to, an accountant, an attorney, and a public relations representative.

1. Any and all Staff Personnel report directly to the Executive Board.

Section II. POWERS OF STAFF PERSONNEL.

Staff Personnel shall be non-voting.

Section III. DUTIES OF STAFF PERSONNEL

To perform services in their areas of expertise for the Executive Board.

Section IV. QUALIFICATIONS OF STAFF PERSONNEL

Professional experience in his/her field.