



The Princess Theatre

Board Meetings Policy

Version 1.1

1. Policy Title

Board Meetings Policy

2. Purpose / Objective

This policy establishes the requirements and procedures governing meetings of the Board of Directors of The Princess Theatre, consistent with the Princess Theatre By-Laws and the Washington Nonprofit Corporation Act.¹ It addresses meeting access, notice, location, remote participation, action without a meeting, minutes, and quorum, so that Board meetings are conducted consistently and defensibly across changes in Board and Secretary leadership. Procedures specific to executive sessions are addressed separately in the Executive Session Policy. Procedures specific to Membership Meetings are addressed separately in the Membership Meetings Policy.

3. Scope

This policy applies to all meetings of the Board of Directors of The Princess Theatre, including regular, special, and annual Board meetings. It applies to voting Board members, the President as presiding officer, the Secretary as recordkeeper, and the General Membership's access rights at Board meetings. It does not apply to Membership Meetings (see the Membership Meetings Policy) or committee meetings, which are not separately addressed in the By-Laws. Procedures specific to executive sessions are addressed in the Executive Session Policy.

4. Policy Statement

Calling and Notice

1. Board meetings are called by the President, or by a simple majority of the Board, consistent with Article IX, Section 1 of the By-Laws. Notice of a Board meeting is given to Board members only; no notice to the General Membership is required.
2. The Board maintains a standing monthly Board meeting schedule, published on the organization's calendar and, where applicable, its website. This published schedule is a matter of practice and does not substitute for the notice requirements applicable to Board members.
3. Special meetings require at least forty-eight (48) hours' notice of the date, time, and place, given to each voting Board member. Oral notice is permitted.²
4. A member may ask the Secretary, through the Board email address, about upcoming Board meetings, including special meetings. The Secretary provides the date, time, and how to attend for any meeting scheduled as of the date of the request. This is a point-in-time response; the Board has no standing obligation to notify members of meetings scheduled later.

Location

5. The President fixes the time and place of Board meetings, consistent with Article VII, Section 1 of the By-Laws.

¹Chapter 24.03A RCW.

²RCW 24.03A.555(2), (4).

Remote Participation

6. Directors may participate in any regular or special Board meeting by live video or telephone, and the Board may hold a meeting entirely by live video or telephone, so long as all directors can participate with each other at the same time. A director participating this way is counted as present for quorum and voting.³ Messaging threads, such as Slack or email, are not meetings, even if directors respond quickly.
7. Notice of a meeting at which a director may participate remotely is delivered to each director by a means the director has authorized, and includes complete joining instructions.⁴
8. Minutes record whether each director attended in person or remotely. Members may attend remote Board meetings consistent with Article VI, Section 15 of the By-Laws, and the Secretary provides joining instructions on request. Executive session portions remain closed as provided in the Executive Session Policy.

Access and Member Comment

9. Board meetings are open to the General Membership, consistent with Article VI, Section 15 of the By-Laws. Attendance by members at a Board meeting is an access right only; it does not include a right to participate in discussion or vote.
10. Board meeting agendas are not required to include a period for member comment. A member wishing to bring an item of business to the Board must provide prior notification to the President or Acting President, consistent with Article IV, Section 7 of the By-Laws. The Board retains discretion to open all or part of a meeting to members or public comment on a given agenda item, at the President's determination or by majority vote of the Board.

Quorum and Voting

11. A quorum for Board meetings consists of five (5) of the nine (9) voting Board members, consistent with Article IX, Section 1 of the By-Laws.
12. If quorum is present, the affirmative vote of a majority of Board members present is the act of the Board,⁵ unless a greater vote is required by the By-Laws or applicable law.

Board Action

13. The Board acts only by a vote at a meeting or by unanimous written approval. Conversation, informal agreement, and polling are not Board action.
14. Matters the By-Laws assign to a meeting, and any matter taken into executive session, are decided at a meeting, not by written approval.

Action Without a Meeting

15. The Board may act without a meeting only by unanimous written approval: every voting director approves the exact action in writing. Approval may be given by Slack, email, or another written means.⁶
16. A request for written approval begins with the words "WRITTEN APPROVAL REQUESTED," states the exact action proposed and the response deadline, and is sent to all voting directors.

³RCW 24.03A.550(2).

⁴RCW 24.03A.550(2).

⁵RCW 24.03A.565(4).

⁶RCW 24.03A.570.

17. A director approves by replying in writing with the words "I approve" in response to the request. Discussion, polling, and reactions without those words are not approval. A response that objects, abstains, adds conditions, or is not received by the deadline is not approval.
18. The default response window is seventy-two (72) hours from the request. The President may set a shorter window for urgent matters, but not shorter than forty-eight (48) hours.
19. When approvals from all voting directors have been delivered, the action is the act of the Board.
20. If any director objects, abstains, or does not approve by the deadline, no action is taken. The request lapses, and the proposed action is placed on the agenda of the next regular or special Board meeting, in person or virtual, for a vote. Directors' responses may be shared at that meeting, but the decision is made by the vote taken there.
21. A director may withdraw approval by written notice to the President or Secretary before all approvals have been delivered.⁷
22. The Secretary files the request, every director's response, and the date the last approval was delivered in the Board's permanent records. The filed copy is the official record, whatever channel was used.⁸

Minutes

23. The Secretary keeps minutes of all Board meetings, consistent with Article VII, Section 3 of the By-Laws.⁹ Minutes are distributed to all Board members within seven (7) days of the meeting.
24. A member may inspect and copy excerpts of minutes approved by the Board by sending a written request to the Secretary, through the Board email address, at least five (5) business days before the date they wish to inspect.¹⁰
25. The Secretary makes the minutes available during regular business hours, in person or by electronic copy.
26. Executive session minutes are withheld, as provided in the Executive Session Policy, and other portions may be withheld where the law allows.¹¹

5. Responsibilities

President

- Calls Board meetings, fixes the time and place, and presides. Determines, or puts to a Board vote, whether to open all or part of a meeting to member or public comment.
- Is succeeded by the Vice-President if unavailable (Article VII, Section 2 of the By-Laws). If both are unavailable, the President may designate the Business Manager, or another officer, to preside for that meeting only.
- May set a response window shorter than 72 hours for an urgent written approval request, but not shorter than 48 hours.

⁷RCW 24.03A.570(3).

⁸RCW 24.03A.210(1)(b).

⁹RCW 24.03A.210(1)(a).

¹⁰RCW 24.03A.215(2)(a).

¹¹RCW 24.03A.215(3).

Board (collectively)

- May call a Board meeting by simple majority. Votes on Board matters; quorum is 5 of 9 voting members, counting directors participating remotely.

Voting Directors

- May start a written approval request and respond in writing by the deadline; a director who does not respond has not approved. Tell the Secretary which means of notice they authorize.

Secretary

- Keeps minutes of all Board meetings, including whether each director attended in person or remotely, and distributes them within 7 days.
- Gives notice of special meetings at the President's direction, using each director's authorized means. Answers member questions about meetings, provides joining instructions, responds to minutes requests, and files written approval records.

General Membership

- May attend Board meetings, ask the Secretary about upcoming meetings, request to inspect minutes, and bring an item of business to the Board with prior notice to the President or Acting President.

6. Procedures

A. Holding a Board Meeting

Step	Action	Description
1	Schedule the meeting and fix time and place.	Confirm against the standing monthly schedule or call a special meeting (President, or a majority of the Board). The President (or designee) sets the time and place and decides whether directors may join remotely.
2	Give notice.	Regular meetings follow the standing monthly schedule (Policy Statement, item 2). For special meetings, give each voting director at least 48 hours' notice of the date, time, and place (oral notice is allowed), by a means that director has authorized and with joining instructions if remote.
3	Confirm quorum.	Before conducting business, confirm 5 of 9 voting directors are present, including directors participating remotely.
4	Preside and conduct business.	The President (or successor, per Responsibilities) presides and sets the order of business. Motions are made, seconded, and voted on. Board votes require a majority of those present with quorum met.
5	Record, distribute, and retain minutes.	The Secretary records the minutes, including motions, votes, outcomes, and whether each director attended in person or remotely; distributes them to all Board members within 7 days; and retains them permanently as part of the corporation's records.

B. Action Without a Meeting

Step	Action	Description
1	Post the request.	Any voting director sends a request beginning "WRITTEN APPROVAL REQUESTED" to all voting directors, stating the exact action and the response deadline (default 72 hours).
2	Collect approvals.	Each voting director replies in writing with "I approve."
3	Check for unanimity.	At the deadline, the Secretary confirms every voting director has approved. If so, the action is the act of the Board and may proceed. If not, no action is taken, the request lapses, and the Secretary places the item on the agenda of the next regular or special meeting, in person or virtual, for a vote.
4	File the record.	The Secretary files the request, every response, and the date the last approval was delivered.

7. Enforcement & Compliance

Not following this policy doesn't automatically undo an otherwise properly quorate and approved vote. General fiduciary duty standards for nonprofit directors apply regardless of this policy.

This policy doesn't create new liability protections beyond what the By-Laws and applicable law already provide,¹² and it doesn't expand any officer's or member's authority beyond what the By-Laws and this policy establish.

8. Document History

Version	Effective Date	Approved Date	Summary of Changes
1.0	8/31/2026	8/31/2026	Initial adoption.
1.1	10/11/2026	10/11/2026	Added special meeting notice, remote participation, Board action, unanimous written approval, and member access to minutes. RCW references moved to footnotes; Definitions removed.

¹²RCW 24.03A.540.