



The Princess Theatre

Membership Meetings Policy

Version 1.1

1. Policy Title

Membership Meetings Policy

2. Purpose / Objective

This policy establishes the requirements and procedures governing Membership Meetings of The Princess Theatre, including the Nomination Membership Meeting, the Election Membership Meeting, and any other General Membership Meeting, consistent with the Princess Theatre By-Laws and the Washington Nonprofit Corporation Act.¹ It addresses meeting access, notice, location, minutes, and member access to minutes, so that Membership Meetings are conducted consistently and defensibly across changes in Board and Secretary leadership. Procedures specific to Board meetings are addressed separately in the Board Meetings Policy.

3. Scope

This policy applies to all Membership Meetings, including the Nomination Membership Meeting and the Election Membership Meeting required under Article VIII of the By-Laws, and any other General Membership Meeting called under Article IX. It applies to the Board as the calling body, the President as presiding officer, the Secretary as recordkeeper, and the General Membership. It does not apply to Board meetings (see the Board Meetings Policy) or committee meetings, which are not separately addressed in the By-Laws.

4. Policy Statement

Calling and Notice

1. Membership Meetings are called by the Board and require notice to all members at least fourteen (14) days before the meeting, stating the place, time, and general purpose, consistent with Article IX, Section 3 of the By-Laws.
2. The Nomination Membership Meeting is held before May 1, and the Election Membership Meeting is held before June 1, each year, at a time and place set by the Board, consistent with Article VIII, Sections 6–7 of the By-Laws.

Location

3. The President fixes the time and place of Membership Meetings, consistent with Article VII, Section 1 of the By-Laws.

Access

4. Membership Meetings are open to all members as a matter of course, since these are meetings of the membership itself.

¹Chapter 24.03A RCW.

Quorum and Voting

5. Membership votes, other than those regarding By-Law revisions, amendments, or elections, are taken by a simple majority of members present at a Membership Meeting, consistent with Article IX, Section 4 of the By-Laws.

Minutes

6. The Secretary keeps minutes of all Membership Meetings, consistent with Article VII, Section 3 of the By-Laws.² Minutes are distributed to all Board members within seven (7) days of the meeting.
7. A member may inspect and copy excerpts of Membership Meeting minutes 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.³ The Secretary makes the minutes available during regular business hours, in person or by electronic copy, once the minutes have been distributed to the Board.
8. Portions of minutes may be withheld where the law allows.⁴

5. Responsibilities

Board (collectively)

- Calls Membership Meetings, including the Nomination and Election Membership Meetings required under Article VIII.

President

- Fixes the time and place of Membership Meetings and presides.
- Is succeeded by the Vice-President as presiding officer if unavailable, consistent with Article VII, Section 2 of the By-Laws. If both the President and Vice-President are unavailable for a given meeting, the President may designate the Business Manager, or another officer, to preside for that meeting only.

Secretary

- Gives or causes to be given notice of Membership Meetings at least 14 days in advance, stating place, time, and general purpose.
- Keeps minutes of all Membership Meetings and distributes them to all Board members within 7 days of the meeting.
- Receives and responds to member requests to inspect Membership Meeting minutes.

General Membership

- Attends and participates in Membership Meetings, and votes on matters properly before the meeting.
- May request to inspect Membership Meeting minutes.

²RCW 24.03A.210(1)(a).

³RCW 24.03A.215(2)(a).

⁴RCW 24.03A.215(3).

6. Procedures

Step	Action	Description
1	Schedule the meeting and fix time and place.	The Board schedules the Nomination Membership Meeting before May 1 and the Election Membership Meeting before June 1 each year, consistent with Article VIII, Sections 6–7; the President sets the time and place.
2	Give notice.	The Secretary gives notice at least 14 days before the meeting, stating place, time, and general purpose.
3	Confirm quorum.	Before conducting business, confirm attendance is sufficient to transact business, per Article IX, Section 4.
4	Preside.	The President (or successor, per Responsibilities) presides and sets the order of business.
5	Conduct business.	Motions are made, seconded, and voted on. Membership votes (other than By-Law revisions, amendments, or elections) require a simple majority of members present.
6	Record minutes.	The Secretary records minutes of the meeting, including motions, votes, and outcomes.
7	Distribute minutes.	The Secretary distributes minutes to all Board members within 7 days of the meeting.
8	Retain minutes.	Minutes are permanently retained as part of the corporation's records.

7. Definitions

Membership Meeting — A meeting of the General Membership, including the Nomination Membership Meeting, the Election Membership Meeting, and any other General Membership Meeting called under Article IX of the By-Laws.

Quorum — As required under Article IX, Section 4 of the By-Laws for a Membership Meeting.

Notice — Formal communication to members of a meeting's date, time, place, and general purpose, as required under this policy and Article IX of the By-Laws.

Presiding Officer — The individual leading a Membership Meeting: the President, or the President's successor as identified under this policy's Responsibilities section.

Minutes — The written record of a Membership Meeting, including motions, votes, and outcomes, kept and distributed consistent with this policy.

8. 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,⁵ and it doesn't expand any officer's or member's authority beyond what the By-Laws and this policy establish.

9. Document History

Version	Effective Date	Approved Date	Summary of Changes
1.0	8/31/2026	8/31/2026	Initial version.
1.1	10/11/2026	10/11/2026	Added member access to minutes. RCW references moved to footnotes.

⁵RCW 24.03A.540.