

# Bylaws of BAHS Tiger Theatre Booster Club

## Date Adopted June 7, 2021

### ARTICLE 1 — NAME AND PURPOSES

#### 1.1 Name

The name of this organization is BAHS Tiger Theatre Parent Teacher Student Booster Club (and can be abbreviated to “Tiger Theatre Boosters”).

#### 1.2 Purposes

Tiger Theatre Boosters is organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of supporting and promoting the theatre program of Broken Arrow High School in Broken Arrow, Oklahoma. The assets and property of Tiger Theatre Boosters are hereby pledged for use in performing its exempt purpose.

### ARTICLE 2 - TAX EXEMPT STATUS

#### 2.1 Tax Exempt Status

Tiger Theatre Boosters is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### 2.2 No Private Inurement

No part of the net earnings of Tiger Theatre Boosters shall inure to the benefit of, or be distributable to its members, 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 section 1 hereof and in article 2 of this constitution.

#### 2.3 Restriction on Political Activities

No substantial part of the activities of Tiger Theatre Boosters shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Tiger Theatre Boosters shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### 2.4 Compliance with 501(c) (3)

Notwithstanding any other provision of these articles, Tiger Theatre Boosters 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible

under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **2.5 Dissolution**

Upon the dissolution of Tiger Theatre Boosters, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 3 —ACTIVITIES FOR MEMBERS**

### **3.1 Membership**

Membership may be granted to anyone residing in the state of Oklahoma ages 18 years or older upon completion of membership application and payment of dues, if any. Members under the age of 18 are allowed, as long as their guardian consents.

### **3.2 Dues**

The annual dues amount, if any, will be set by the Board of Directors. If a member withdraws from Tiger Theatre Boosters, dues will not be prorated or refunded. Dues must be received by September 1 of each school year to remain in good standing.

### **3.3 Meetings**

Tiger Theatre Boosters will hold at least one meeting a year for the Membership, as determined by the Board of Directors. At such meeting, each member present and in good standing receives one vote in appropriate matters.

### **3.4 Revoking of Membership**

Membership may be revoked in cases of actions that threaten the charitable status of Tiger Theatre Boosters, or as otherwise determined by the Board of Directors.

## **ARTICLE 4 — BOARD OF DIRECTORS**

### **4.1 General Powers; Delegation**

The activities, property, and affairs of Tiger Theatre Boosters shall be managed by its Board of Directors, which may do all such lawful acts and things as are permitted by law or by these Bylaws, unless otherwise expressly provided herein, including setting policy, setting the hour and place of Board of Directors Meetings, and controlling the proceeds of funds.

## **4.2 Number and Qualifications**

The Board of Directors shall be elected by the General Membership and shall include the officers (President, Vice President, Treasurer, Secretary, and Drama Instructor.)

## **4.3 Term of Office**

Directors shall serve a one-year term, and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification, or removal from office. Any director may be re-elected to serve consecutive terms of office.

## **4.4 Quorum; Electronic Voting**

A quorum of the Board of Directors shall be a majority. The Board of Directors may take action by unanimous written consent, and such written consent may be communicated electronically by email.

## **4.5 Duties of Directors**

Directors will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of Tiger Theatre Boosters. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements, and other financial data concerning Tiger Theatre Boosters or another person that were prepared or presented by a variety of persons, including officers and employees of Tiger Theatre Boosters, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

## **4.6 Filling of Vacancies**

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, or removal from office of any director will be filled by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present. Any director elected or appointed to fill a vacancy will hold office for the remainder of the vacated term and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification, or removal from office.

## **4.7 Removal**

Any director can be removed, either for or without cause, by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

#### **4.8 Resignation**

Any director may resign at any time by delivering written notice to the President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

#### **4.9 Directors' Compensation**

Directors will not receive any salary or other compensation for their services. Directors, however, may be reimbursed for any actual expenses incurred in the performance of their duties for Tiger Theatre Boosters. Tiger Theatre Boosters shall not loan money or property to, or guarantee the obligation of, any Director. Notwithstanding anything to the contrary contained herein, the Drama Instructor shall be eligible to receive a stipend, as determined by the members of the Board of Directors, other than the Drama Instructor.

#### **4.10 Place of Meeting**

Meetings of the Board of Directors will be held at such places as determined by the Board of Directors and will be communicated to the membership with at least five (5) days' notice.

#### **4.11 Regular Meetings**

The Board of Directors will hold at least one meeting a year.

### **ARTICLE 5 — OFFICERS**

#### **5.1 Elected Officers**

The elected officers of Tiger Theatre Boosters shall include a President, Vice President, Secretary, and Treasurer. Any officer may form a committee to assist with fulfilling the duties of the office.

#### **5.2 Nomination of Officers**

Nominations for officer positions will be submitted to Board by the date and method prescribed by the Board. Any member in good standing may submit nominations, and self-nominations are permitted. Based upon the nominations received, the Board will prepare a slate of proposed officers and communicate the slate to the membership at least two (2) days prior to the annual meeting of the Membership.

Members present and in good standing vote on the slate at the annual meeting of the Membership.

#### **5.3 Appointed Officers**

Tiger Theatre Boosters may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, which will exercise powers and perform duties as set forth in these Bylaws or determined from time to time by the Board.

#### **5.4 Term of Office; Removal; Filling of Vacancies**

Officers shall hold a one-year term and may be reelected to subsequent terms.

#### **5.5 President**

The President shall:

- Lead meetings or designate a leader to do so
- Serve on and chair all Board of Directors meetings
- Oversee officers and ensure that all positions are filled
- Delegate jobs within Tiger Theatre Boosters as necessary

#### **5.6 Vice President**

The Vice President shall serve on the Board of Directors and work with the President and perform functions needed.

#### **5.7 Treasurer**

The Treasurer shall serve on the Board of Directors and shall assist the President as needed, including:

- Supervising the accounting practices of Tiger Theatre Boosters and all matters relating to taxation.
- Maintaining financial records of funds
- Providing an annual report on the finances of Tiger Theatre Boosters to the membership
- Serve as the owner and signer of Tiger Theatre Boosters bank account
- Receiving and banking all tiger Theatre Boosters monies
  - Reimbursing members for expenses associated with Tiger Theatre Boosters activities and making other disbursements as needed
- Providing a monthly report to the Board of Directors of disbursements

#### **5.8 Secretary**

The Secretary shall serve on the Board of Directors and shall assist the President as needed, including:

- Taking or ensuring that someone takes minutes of all Board meetings
- Maintaining custody of the records of Tiger Theatre Boosters.

### **ARTICLE 6 — OPERATIONS**

#### **6.1 Contracts**

The Board of Directors may authorize any officer or officers, or agent or agents, of Tiger Theatre Boosters to enter into any contract or execute and deliver any instrument in the name of and on behalf of Tiger Theatre Boosters, and such authority may be general or confined to specific instances.

## **6.2 Disbursement of Funds**

The Treasurer may dispense the funds of Tiger Theatre Boosters in accordance with the annual budget approved by the Board of Directors and the purposes of Tiger Theatre Boosters as set out in the Certificate of Formation and these bylaws. Financial transactions with the value of \$500 or more that are not in the annual budget require majority approval of the Board of Directors. Notwithstanding the above, all checks of more than \$500 disbursing funds from any of Tiger Theatre Boosters accounts require the signatures of at least two of the following: President, Vice President, Secretary, or Treasurer.

## **6.5 Dividends Prohibited**

No part of the net income of Tiger Theatre Boosters shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of Tiger Theatre Boosters shall be distributed to its directors or officers.

## **6.6 Loans to Officers and Directors Prohibited**

Tiger Theatre Boosters will not make loans to its officers and directors. Any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be removed from office and jointly and severally liable to Tiger Theatre Boosters for the amount of such loan until repayment thereof.

## **6.7 Fiscal Year**

The fiscal year of Tiger Theatre Boosters will be July 1 to June 30.

## **6.8 Invalid Provisions**

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

## **6.9 Powers to Amend**

These Bylaws may be amended or repealed, or new bylaws may be adopted at any annual or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at the meeting, provided notice of the proposed amendment, repeal, or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. Any such amendment, repeal, or adoption of new Bylaws shall be communicated to the members within ten (10) days of such action.

# **ARTICLE 7 — INDEMNIFICATION**

## **7.1 Insurance**

Tiger Theatre Boosters will provide insurance to cover its activities as deemed appropriate by the Board of Directors.

## **7.2 Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of Tiger Theatre Boosters shall be indemnified by Tiger Theatre Boosters against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

## **7.3 Limits on Indemnification**

Notwithstanding the above, Tiger Theatre Boosters will indemnify a person only if he or she acted in good faith and reasonably believed that his conduct was in Tiger Theatre Boosters' best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

## **CERTIFICATION**

The undersigned, being the duly elected or appointed and qualified President, hereby certifies that the foregoing Bylaws of Tiger Theatre Boosters were duly adopted by the Board of Directors effective \_\_\_\_\_.

President

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