

# THEATRE GUILD BOOSTER CLUB BYLAWS

Revised May, 2015

## **Article 1. Organization and Object**

### Section 1. Name

The Corporation shall be known as THEATRE GUILD BOOSTER CLUB.

### Section 2. Object and Powers

A. The Corporation is organized as a Michigan non-profit corporation and shall be operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The purposes for which the Corporation is operated are:

(i) to develop, support, and promote extracurricular theatre programs at Pioneer High School in Ann Arbor, Michigan; and

(ii) to perform fund raising activities to provide for activities, materials, supplies, services, and other necessities to conduct quality theatrical performances by Pioneer Theatre Guild members.

B. The Corporation shall have the power, either alone or with others, to do any lawful act and to engage in any and all lawful activities which may be necessary, useful, desirable, or proper for the furtherance of the purposes for which the Corporation is organized, and to aid other organizations whose activities are such as to further or attain such purposes. Notwithstanding anything contained to the contrary, the Corporation shall exercise only such powers as are in furtherance with the exempt purposes of the organizations set forth in Section 501 (c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of or distribution of statements), any political campaign on behalf of any candidate for public office.

### Section 3. Principal Office

The principal office of the Corporation shall be located at Pioneer High School , 601 West Stadium Boulevard , Ann Arbor , Michigan 48103 . The Corporation may have such other offices, either within or without the State of Michigan , as the Board of Directors may designate or as the business of the Corporation may require from time to time.

## **Article II. Membership**

## Section 1. Membership

A. *Regular Members*: Regular membership shall be open to every parent and legal guardian of a properly registered Pioneer Theatre Guild student members.

B. *Community Members*: Community membership shall be open to all persons who are interested in furthering the tradition of quality in the Pioneer High School extracurricular theatre program.

C. *Honorary Members*: Honorary membership shall be open to all persons who render or have rendered a valuable service to the corporation or theatre in general.

## Section 2. Voting

Both regular members and community members (as defined above) may vote on any matter brought before the membership. Both regular members and community members may be elected to the Board of Directors or appointed as officers of the Corporation.

Each voting member is entitled to one vote on each matter submitted for a vote of the membership, unless otherwise provided in the Articles of Incorporation. Votes shall be cast orally or in writing, signed by the member, except as otherwise provided in these Bylaws. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast, unless a greater plurality is required by the Articles of Incorporation or by the laws of the State of Michigan . Except as otherwise provided by the Articles of Incorporation, Directors shall be elected by a plurality of the votes cast at any election.

## Section 3. Meetings

A. *Place of Meetings* . All meetings of the membership shall be held at the principal office of the Corporation or at such other place as shall be determined by the Board of Directors and stated in the notice of meeting.

B. *General Membership Meetings*. The Board of Directors will hold at least three (3) general meetings of the membership each Fiscal Year. As soon as is practicable after the Fiscal Year commences, the Board shall announce the date and time of the first general meeting of the membership for that year. The schedule of other general meetings shall be announced by the Board at the first such meeting.

C. *Annual Meeting*. The Annual Meeting of the membership shall be held at the spring Theatre Guild Banquet for the purpose of electing Directors and to conduct such other business properly brought before the meeting. If the Banquet is not held, then the Annual Meeting shall be held at the last regularly scheduled general meeting of the membership of that Fiscal Year.

D. *Special Meetings*. Special meetings may be called by the Board of Directors or by the President, and shall be called at the written request of a majority of the voting membership. The request shall state the purpose or purposes for which the special meeting is to be called.

E. *Quorum*. The voting members present at any duly called meeting of the membership shall constitute a quorum for that meeting.

F. *Proxies*. Proxies shall not be permitted for members.

G. All meetings will be run in accordance with Robert's Rules of Order.

#### Section 4. Membership Dues

The Board of Directors may fix an amount as dues or fees that members may be required to pay initially or periodically as a condition of admission or retention of membership. The Board of Directors shall establish and implement procedures for collecting any such membership dues or fees.

### **Article III. Officers**

#### Section 1. Classification of Officers: Number

The officers of the Corporation shall be the following:

- President,
- Vice-President/President-Elect,
- OR two co-Presidents
- Treasurer, and
- Secretary(ies) (No more than two, to allow separate persons to serve as Corresponding and Recording Secretaries).

#### Section 2. Election of Officers and Term of Office

Officers not elected by the membership pursuant to Article IV, Section 3 of these Bylaws shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the membership.

#### Section 3. Removal

Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

#### Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5. Elected Officers; their duties.

A. *President*: The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors. The President shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside over all meetings of the membership or of the Board of Directors at which he/she is present., shall Chair the Executive Committee, and shall be an ex-officio member of all other committees of the Board of Directors except the Nominating Committee. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B. *Vice-President/President-Elect*: In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers and be subject to all the restrictions upon the President. The Vice President shall be an ex-officio member of all other committees of the Board of Directors except the Nominating Committee. The Vice President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

C. *Secretary (ies)*: The Secretary(ies) shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) publish all minutes; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the post office address of each member that shall be furnished to the secretary by such member; (f) maintain membership lists; and (g) in general, perform all duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

D. *Treasurer*: The Treasurer shall: (a) prepare the annual budget; (b) have charge and custody of and be responsible for all funds and securities of the Corporation; (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give a bond (at no expense to the Treasurer) for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer shall provide an accounting of the Corporation's financial activity at each meeting of the Board of Directors and an annual accounting by July 15 for publication on the TGBC Website.

## **Article IV. Board of Directors**

### **Section 1. General Powers**

The business and affairs of the Corporation shall be managed by its Board of Directors.

### **Section 2. Composition of the Board of Directors .**

The Board of Directors shall be comprised of the Officers of the Corporation together with at least five (5) at-large Directors. The term of office for each Officer and Director shall be one year. There is no limit on the number of terms a Board member may serve.

All members of the Board of Directors shall have equal rights and preferences except that the Chair of a Board meeting of the Board shall not vote on any matters before the Board for its decision at that meeting unless that person's vote is necessary to break a tie.

### **Section 3. Election of Directors**

At least six (6) weeks prior to the Annual Meeting, the Board shall appoint a nominating committee. The committee shall consist of regular members or current Board members who are not candidates for the Board. The Nominating Committee shall publish to the membership a request for nomination of at least one (1) person as a candidate for each position (both Officers and at-large Directors) on the Board of Directors. Nominations to the Board (both Officers and at-large Directors) may also be made by any member. The names of candidates will be shared in writing with the membership at least three (3) weeks prior to the annual meeting. Directors and Officers (if nominated) shall be elected by a plurality of the votes cast at the annual meeting.

#### Section 4. Other Representatives

The Board may nominate and elect one or more Student Representative(s) and one or more Pioneer Faculty Representative(s) to act as liaisons between the Pioneer Theatre Guild students, the Pioneer faculty and the corporation. The Theatre Guild sponsor(s) shall serve the Board in an advisory capacity. Student, faculty and sponsor representatives are not entitled to a vote on matters before the Board.

#### Section 5. Board Meetings

The Board of Directors shall meet at least quarterly, at days and times determined by the Board and announced at the first general membership meeting of the year. Agendas shall be made available upon request to any Booster Club regular member or other interested party.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any such special meeting. Notice of any special meetings shall be published at least seven (7) days prior to the meetings.

A Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

The meetings of the Board shall be chaired by the President of the Corporation or, in the event that the President is unable to attend the Board's meeting, by the Vice President. All Board meetings shall be open to the membership.

#### Section 6. Quorum

A majority of the Board of Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board, but if less than such number is present at a meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Section 7. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 8. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum of the Board, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors.

#### Section 9. Presumption of Assent

A Director who is present at a meeting of the Board at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### Section 10. Conflict of Interest

A. Any possible conflict of interest with respect to any issue on the part of any Director shall be disclosed to the other Directors prior to any discussion or action by the Board or a committee of the Board where the issue could become a matter of action. Disclosure may be made verbally to all Directors or by way of an annual report of affiliations. A conflict of interest shall be made a matter of record.

B. Any Director who has a possible conflict of interest with respect to any matter shall neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the Director's abstention from participation.

C. Although a Director with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the Director shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of the Corporation.

D. The President may circulate to all Directors such questionnaires and other forms as may be necessary to further the policy of this section.

#### Section 11. Committees

A. Executive Committee. The President, Vice President/ President-Elect, Treasurer and Board Secretary (ies) shall constitute the Executive Committee (EC). The EC is empowered to call a vote by email on any issue that arises between meetings of the Board of Directors, except that it cannot call an electronic vote for the purposes of reversing a decision of the Board that has been previously decided at a scheduled meeting. Votes by email must allow 48 hours between the announcement of the vote and the tally of the votes. The President must make every reasonable effort to contact by phone any member of the Board who has not responded within 24 hours. .

B. Standing Committees. The Board of Directors may also maintain such standing committees as may be appropriate, including but not limited to:

Concessions Committee

Rehearsal Food Committee  
Spring Banquet Committee  
Communication Committee  
Nominating Committee

Chairs and members of these committees may include but are not limited to the members of the Board of Directors. The President and President-Elect are ex officio members of all Booster Club committees.

## **Article V. Contracts, Loans, Checks and Deposits**

### Section 1. Contracts

The Board of Directors may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 2. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors.

### Section 3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by so many of the officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **Article VI. Use of Funds and Dissolution**

The Corporation shall use its funds only to accomplish the objectives and purposes specified by these Bylaws and the Articles of Incorporation, and no part of such funds shall inure, or be distributed to any member or director of the Corporation.

An annual budget will be prepared by the Treasurer and presented to the Board of Directors at the earliest possible meeting of the fiscal year, and no later than the October meeting of the Board. The annual budget must be approved by a majority of the Board at a regular meeting of the Board.

A copy of the budget will be made available to any interested party, upon request.

Any expenditure of more than \$1,000, or any expenditure of any amount that is determined by the treasurer to exceed its relevant and approved budget line item, must be approved by a majority of members of the Board of Directors with 48 hours notice required and the vote taken at that time or within the following 24 hours.

Budget and financial updates will be provided to the general membership at every membership meeting that is called by the Board of Directors. The updated financial report will be distributed at these meetings and made available to any interested party, upon request.

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member or Director shall be entitled to any distribution or division of its remaining assets, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to such public charities qualified under Section 501 (c) (3) of the Internal Revenue Code as tax-exempt exclusively for the purposes set forth in Article II of the Article of Incorporation and within the intent of Section 501 (c) (3) of the Internal Revenue Code of 1986, and the Regulations thereunder, as they now exist or are hereafter amended as shall be designated by the Board of Directors.

#### **Article VII - Fiscal Year**

The Fiscal Year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

#### **Article VIII. Corporate Seal**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

#### **Article IX. Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

#### **Article X. Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors.



Amendments to the Bylaws must be approved by a vote of two-thirds (2/3) of the Board. The Board shall announce any amendments to the membership at the next meeting of the membership.

#### **Article XI. Indemnification of Officers and Directors**

To the extent allowed by law, the Corporation shall be empowered to indemnify

(1) any and all persons who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another corporation which the Corporation at such time owned or may own shares of stock and

(2) their respective heirs, administrators, successors and assigns,

against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which they, or any of them, by reasons of being or having been Directors or Officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or Officers or person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under law, the Corporation's Articles of Incorporation, these Bylaws, agreement, vote of Directors, or otherwise. This provision is intended, and shall be interpreted in such a manner as, to call for indemnification of Officers and Directors to the fullest extent permitted by applicable law, as it may be enacted or amended from time to time