



TEXAS NONPROFIT THEATRES, INC.
1300 Gendy Street
Fort Worth, TX 76107-4036
Ph: 817-731-2238
Fax: 817-731-2239

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RESTATED BY LAWS

TEXAS NONPROFIT THEATRES, INC.

(A nonprofit, non stock Texas Corporation, [hereinafter referred to as “the Corporation”](#))

1. PURPOSE

1.1 PURPOSES: The general purpose of the Corporation is educational. More particularly, its purposes are:

- (a) To promote high standards in theatre arts.
- (b) To continue to provide professional training and development for individuals involved in theatre.
- (c) To promote the development of educational theatre.
- (d) To provide a forum for the exchange of information and ideas by persons engaged in theatre.
- (e) To aid and encourage the formation of new theatre groups and support established theatre organizations.
- (f) To provide information and advocacy for the needs of theatres in Texas within the limits allowed by law.

1.2 NONPROFIT CHARACTER: The Corporation is a nonprofit corporation. It shall be organized and operated exclusively for nonprofit purposes.

1.3 PROHIBITED ACTIVITIES: No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Texas, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as “prohibited” under Section 503 of [the Internal Revenue Service Tax Code](#).

2. MEMBERS

2.1 CLASSES AND ELIGIBILITY: The Corporation shall have **four (CHANGE) two** classes of members. The designation of each class and eligibility for each class shall be as follows:

- (a) **REGULAR:** There shall be **two five** categories of regular membership.
- (1) **INDIVIDUAL:** Any individual who subscribes to the purposes of the Corporation.
 - (2) **STUDENT:** Student members shall be any individual enrolled regularly or part time in a course or courses of theatrical, dramatic arts or other allied course of study in a college, university or other organized program.
 - (3) **YOUTH:** A Youth Member shall be any individual who subscribes to the purposes of the Corporation who is under the age of 18 or not yet graduated from high school.
 - (2) (4) **ORGANIZATIONAL:** Any nonprofit organization operating within the state of Texas whose primary purpose is the production of theatrical activities and which subscribes to the purposes of the Corporation.
 - (5) **INDUSTRY:** Any for profit organization or business which supports the purposes of the Corporation.
- (b) **CONTRIBUTING:** Contributing members shall be those contributors that subscribe to the purpose of the Corporation. Categories of contributing membership shall include:
- (1) Individual
 - (2) Organizational
 - (3) Industry

(MOVE to 2.1 (a) (2) (c) STUDENT: Student members shall be any individual enrolled regularly or part time in a course or courses of theatrical, dramatic arts or other allied course of study in a college, university or other organized program.

(d) **HONORARY:** Honorary members shall be outstanding individuals or organizations noted for their work in drama, arts, education, or social activities and who upon recommendation of not less than two members of the Board of Governors are accepted by the affirmative vote of two-thirds of the Board of Governors.

2.2 DUES: All members of every class **except honorary** shall pay annually in advance such dues in the amount as determined by the Board of Governors from time to time. **Members in good standing are those whose dues are current.**

2.3 TERM OF MEMBERSHIP: The terms of membership shall be for one year. **The membership year begins January 1 and ends December 31.**

2.4 VOTING:

- (a) **Regular, student and contributing members** Regular and contributing members in good standing shall have one vote on all matters which require or are submitted for a vote of the membership. All organizations shall notify the Corporation in writing of the person who shall be authorized by each such organization to cast its vote and to whom publications and notices may be sent.
- (b) Members shall be entitled to vote for:
 - (1) The election of Governors.
 - (2) Programs submitted for approval by the Board of Governors. Any matter submitted to the membership by the Board of Governors.
 - (3) Amendments to the By Laws of the Corporation.
 - (4) All matters expressly required by law to be submitted to a vote of the membership.
- (c) All other voting rights are vested in the Board of Governors.
- (d) There shall be no voting by proxy.

3. MEETINGS OF MEMBERS

- 3.1 **ANNUAL:** The Corporation shall have an Annual Meeting of the members, which shall be held in a month and on such a day and time as may be selected by the Board of Governors and set forth in a written notice thereof mailed to all members not less than 20 days nor more than 50 days prior to the date of such meetings. (ADD) during the TNT Annual Conference.
- 3.2 **SPECIAL:** Special meetings of the members may be called by the President, two or more Governors, or not less than 20 percent of the membership of the Corporation. Written notice of such meeting shall be mailed as required in Section 3.1 hereof (ADD) and/or emailed not less than 20 days nor more than 50 days before such meeting and shall state the business to be transacted; no business shall be conducted at a special meeting of the members unless expressly set forth in the notice thereof.
- 3.3 **QUORUM:** Upon notification as provided in Section 3.1 of regular and student members entitled to vote (ADD) At the TNT Annual Conference, those members present shall constitute a quorum at any meeting of the members for the transaction of all business except as may be otherwise expressly provided by law, the Articles of Incorporation or these By Laws. The vote of the majority of the regular and student members entitled to vote and present at such meeting shall be the act of the members of this Corporation unless the vote of a greater number is required by law.

4. BOARD OF GOVERNORS (“THE BOARD”)

- 4.1 DESIGNATION AND ELECTIONS:** At the Annual **Business** Meeting, the members shall elect from the general membership successors for the Governors whose terms expire. The method of nomination and election shall be determined by the Board. The President shall act as Chairman of the Board.
- 4.2 TERMS :** Governors shall serve a term of four years or any lesser period for which they may be elected in accordance with paragraph 4.4 and thereafter until their successors are elected and qualified. Should a Governor be elected to an office on the Board of Governors, the term of which would extend beyond that Governor's term on the Board, that Governor's term shall be extended for one year to complete that Governor's officer term; however under no circumstances shall any Governor serve more than two consecutive full terms plus one year unless any subsequent term is separated by one year or more.
- 4.3 CONSECUTIVE TERMS:** No Governor shall be elected to serve more than two consecutive terms. Terms separated by one year or more shall not be considered consecutive.
- 4.4 STAGGERED TERMS:** As nearly as practicable, the Governors shall be divided into four equal groups with terms expiring one year apart.
- 4.5 NUMBER:** The Board shall consist of **twenty four (24) (ADD) no less than thirteen (13) and no more than seventeen (17)** Governors, which shall include the President, two Vice Presidents, the Secretary and the Treasurer of the Corporation.
- 4.6 AUTHORITY:** The affairs of the Corporation shall be managed by the Board. All voting rights not expressly vested in the membership by law, Articles of Incorporation or these By Laws shall be vested in the Board. Each Governor shall have one vote and there shall be no voting by proxy. The Board shall be responsible to the membership for its actions and programs.
- 4.7 MEETINGS:** The Board shall hold a regular meeting each year immediately following the annual meeting of members and shall meet at such other times and places as the Executive Committee shall determine. Reasonable notice shall be given. The Board may conduct its meetings via telephone conferences, or at specific locations as the President may determine and included in the notice of such meeting.
- 4.8 QUORUM: ACTION BY MAJORITY.** Those members of the Board present at a regularly scheduled Board meeting shall constitute a quorum. The act or vote of a majority of the Governors present at a meeting at which a quorum is present shall be the act or vote of the Board.

5. OFFICERS

- 5.1 ELECTION:** At (ADD) the Board Meeting immediately following the Annual Meeting, of the Board of Governors they shall elect officers from members of the Board. The method of nomination and election shall be determined by the Board.
- 5.2 TERMS:** Officers shall serve a term of two (2) years, and thereafter until their successors are elected and qualified.
- 5.3 NUMBER:** The officers shall include a President, a Vice President - Finance, a Vice President - Programs, a Secretary and a Treasurer.
- 5.4 AUTHORITY: DUTIES: (ADD) The duties of the officers shall be defined in the Operations Manual of the Corporation, consistent with the title of each position, and shall include duties as specified in other parts of these bylaws as may be assigned from time to time by the President of the Board.**
- (a) THE PRESIDENT shall be the Chief Executive Officer, shall preside at meetings of the Board, the Executive Committee and the Membership and shall see that all orders and resolutions of the members are carried into effect.
 - (b) In the absence of the President, THE VICE PRESIDENT - FINANCE shall assume the authority and duties of the President.
 - (c) In the absence of the President and the Vice President - Finance, THE VICE PRESIDENT - PROGRAMS shall assume the authority and duties of the President.
 - (d) THE SECRETARY shall keep minutes of the proceedings of the business meeting and of the Board of Governors and of committees having any authority and a record of the names and addresses of persons entitled to vote.
 - (e) THE TREASURER shall keep correct and complete books and records of account and shall make such reports as the Board shall require.
 - (f) In general, THE OFFICERS shall have such authority and duties as are given by these By Laws and as the members shall determine from time to time.

6. EXECUTIVE COMMITTEE

- 6.1 DESIGNATION AND ELECTION:** All officers of the Corporation shall be members of the Executive Committee with full voting rights.
- 6.2 AUTHORITY:** Between meetings of the Board, the Executive Committee shall have and exercise the authority of the Board in the management of the Corporation.
- 6.3 MEETINGS:** The Executive Committee shall meet at such times and places as the President shall determine or as requested by at least 2 members of the Executive Committee. Reasonable notice shall be given.

- 6.4 QUORUM: ACTION BY MAJORITY.** A majority of the members of the Executive Committee shall constitute a quorum. The act or vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act or vote of the Executive Committee unless the act or vote of a greater number is required by these By Laws or by law.

7. STANDING COMMITTEES

- 7.1 DESIGNATED BY PRESIDENT:** The President, subject to approval by a majority of the Board of Governors, may designate one or more committees of Governors and/or other persons. Such committees shall have and exercise such authority as may be granted by the Board in the management affairs of the Corporation and shall be responsible to the President and the Board of Governors for actions taken.

8. FINANCES

- 8.1 FUNDS:** The Corporation shall be authorized to raise funds by dues, solicitations, benefits, lectures, exhibits and other legitimate methods. Funds shall be expended only in furtherance of the Corporation's purposes. Deposits shall be maintained at such bank(s) and checks and notes shall be signed by such persons as the Board shall determine.
- 8.2 GIFTS:** The Corporation shall be authorized to receive grants, gifts, legacies and bequests (for general or specified purposes), subject to approval of the Board.

9. MISCELLANEOUS

- 9.1 FISCAL YEAR:** The fiscal year shall be the year ending August 31.
- 9.2 AMENDMENT OF BY LAWS:** These By Laws may be amended only by a majority vote of the regular members and student members (ADD) in good standing of the Corporation present at the Annual Meeting.

(This section is lifted verbatim from Section 503 of the Internal Revenue Service Tax Code, which is referenced in Article 1.3. This is redundant and not legally required to be part of our by laws)

- 9.3 PROHIBITED TRANSACTIONS: TAX EXEMPTION.** The Corporation shall not do any act which shall constitute a basis of denial of tax exemption under applicable laws. In particular:

- (a) The Corporation shall not:

- (1) lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate in interest, to;
- (2) pay any compensation, in excess of a reasonable allowance for salaries or other compensations for personal services actually rendered, to;
- (3) make any part of its services available on preferential basis, to;
- (4) make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;
- (5) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
- (6) engage in any other transaction which results in a substantial diversion of its income or corpus, to;

a person who has made a substantial contribution to the Corporation; a member of the family of such person; or a corporation controlled by such person.

- (b) The Corporation shall not accumulate out of the income amounts which:
- (1) are unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption of the Corporation; or
 - (2) are used to a substantial degree for purposes or functions other than those constituting the basis for tax exemptions; or
 - (3) are invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

9.4 DISSOLUTION: On dissolution of the Corporation (whether voluntary or involuntary) net assets shall be distributed as determined by the Corporation, but only to one or more religious, charitable or educational organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any such future law) whose activities are similar to those of the Corporation.

9.5 REMUNERATION. REIMBURSEMENT: A Governor, Officer or Committee member shall receive no remuneration for his or her service as such but shall be entitled to reimbursement for reasonable expenses incurred by him in connection with the Corporation's affairs.

9.6 WAIVER OF NOTICE: Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

9.7 RESIGNATION:

- (a) Any Governor, Officer or Committee member may resign by giving notice to the

President in writing (ADD) or by electronic correspondence that meets the objectives of “in writing”.

- (b) Any Governor, Officer, or Committee member may be removed for cause by a majority vote of the Board of Governors. Cause shall be construed as non fulfillment of duties as set forth in the Manual of Operations by such Governor, Officer or Committee member.

- 9.8 VACANCIES:** Any vacancy in any position or office provided for in these By Laws may be filled (for the unexpired term) by the Board of Governors, or pending Board action, by the President.
- 9.9 EMPLOYEES:** The Executive Committee, subject to approval by the Board, shall hire any employee that may be needed (ADD) the Executive Director who serves as Chief Executive Officer of the Corporation, and shall fix the terms of (ADD) said employment.
- 9.10 REGISTERED OFFICE AND AGENT:** The Corporation shall continuously maintain in Texas a registered office and agent in compliance with the Texas Nonprofit Corporation Act. The Board of Governors shall review this matter at least annually and make any changes which become necessary.
- 9.11 PARLIAMENTARY PROCEDURES:** The Board of Governors shall maintain a codified Manual of Operations. All meetings and/or procedures not specified in these By Laws or in the Manual of Operations shall be governed by the current edition, Howard Oleck’s *Parliamentary Law for Nonprofit Organizations*.