

THESPIAN TROUPE BACKERS BY-LAWS

Article I. Name

The name of the organization shall be the *Peters Township Thespian Troupe Backers*, hereinafter "**BACKERS**"

Article II. Purpose

Section 1. The purpose of the BACKERS is formed are exclusively charitable, civic, educational or scientific within the meaning of §501(c)(3) of the IRS ccc coo 1986, as amended (the "Code"), including, without limitation all purposes powers and privileges conferred upon the BACKERS by the Pennsylvania nonprofit corporation law of 1998, 15Pa C.S.A. §§5101 through 5998, as amended (the "PNCL")

Section 2. The organization's purpose is to promote interest in the PTHS Thespian Troupe and the PTHS Theater program, to cooperate with the PTHS Administration, to assist the Thespian Troupe sponsor, or designee, to aid in the financial support of the Thespian Troupe and the Theater Program and to promote scholarship and excellence in the Theater arts.

Section 3. The activities of the organization shall not conflict with the policies of the Peters Township School District and shall be subject to the approval and sanction by the high school administration.

Article III. Membership

Section 1. Membership shall be open to any parent or guardian of a high school student who is a member of the Thespian Troupe or who has a genuine interest in participating in Thespian Troupe activities. Interested persons in the community are also eligible to participate as non-voting members.

Section 2. Classifications of membership shall be as follows:

- A. Regular Membership. Full voting privileges of 1 vote per family of the parents/guardians, with membership in "good standing" of the students in the Thespian Troupe or with a genuine interest in participating in Thespian Troupe activities.
- B. Quorum – [11] Active members present including executive board shall be a quorum. Only active members may vote on business of the BACKERS.

Section 3. Membership in good standing is any member whose dues are current.

Section 4. The term of the membership will be July 1 through June 30 of the following year. However, members may be admitted at any time prior to February 1.

Section 5. Dues: Annual Dues for regular membership shall be \$75.00 per year, per family.

Section 6. Voting by proxy is prohibited.

Article IV. Meetings

- Section 1. General Membership meetings shall be held monthly, except June, July or December, on a day and time to be established by the Executive Committee at the beginning of the fiscal year.
- Section 2. Special meetings may be called by the President or the Executive Board. Every effort shall be made to provide 5 days' notice, but in no event less than 24 hours notice to all members. Meetings will be held at Peters Township High School.
- Section 3. The annual voting meeting shall be in May.
- Section 4. A majority of the Executive Board shall constitute a quorum for conducting official business. Any business matter requiring a vote of the General Membership will be accepted or rejected by a majority then present.
- Section 5. Thespian Troupe Officers are invited to attend all general membership meetings. There may be closed sessions within the general membership meetings or special meeting from which the Thespian Troupe Officers will be excluded at the discretion of the Executive Board

Article V. Officers and their Elections

- Section 1. The officers shall be President, Vice-President, Treasurer, Secretary and Parliamentarian.
- Section 2. Annually, the Executive Board under the direction of the Vice-President shall appoint a nominating Committee consisting of no more than four regular voting members of the BACKERS. The Nomination Committee chaired by the Vice-President shall consist of those four members.
- Section 3. At the May meeting the Nominating Committee will present a slate of candidates from which the new officers shall be elected. Nominations from the floor may also be accepted. The consent of each candidate must be obtained before his or her name is placed in nomination by the nominating committee or from the floor.
- Section 4. All officers shall be elected by a majority of the general membership present at the election meeting. The term of office shall be one (1) year. Officers shall not serve more than two (2) consecutive years in the same position.
- Section 5. Officers shall be elected at a General Membership Voting Meeting to be held in May.
- Section 6. The terms of office for all officers shall begin on July 1 and end on June 30 of the following year.
- Section 7. Officers not wishing to complete their term of office should submit a letter of resignation to the Executive Board.
- Section 8. Should a vacancy occur during the elected office term the Executive Board will fill the vacancy for the remainder of the term. In the event of a vacancy in the office of the President, the Vice-President shall become President.

Article VI. Officer Duties

- Section 1. The President shall preside at all meetings, oversee all aspects of the BACKERS activities, call meetings of the membership and Executive Board in accordance with Article IV, prepare the agendas for the general membership and Executive Board meetings, appoint committees, serve as ex-officio member of all committees except the Nominating and Scholarship committees, serve as co-signer on BACKERS funds, and perform other duties as requested by the Executive Board. Act as primary liaison of the BACKERS with respect to external parties and be authorized to sign contracts.
- Section 2. The Vice President shall assume the duties of the President in the absence of the President; assist the President as requested, provide chaperone assistance to the Thespian Troupe as requested by the Thespian Troupe sponsor, oversee the Nominating Committee; and perform other duties as requested by the Executive Board.
- Section 3. The Treasurer shall record all financial matters of the BACKERS, serve as co-signer on BACKERS funds, collect receipts or bills for disbursements; report on financial matters to the Executive Board and the general membership, submit financial statements for review to the Executive Board and/or Budget Committee which is appointed by the President, shall oversee the Budget/Finance Committee and perform other duties as requested by the Executive Board.
- Section 4. The Secretary shall record minutes of all Executive Board and general membership meetings, submit minutes for approval at successive meetings, prepare correspondence of the BACKERS, in coordination with the Thespian Troupe Sponsor, President and Executive Board, serve on the membership committee, keep an accurate record, in permanent form of all members of the BACKERS, and perform other duties as requested by the Executive Board.
- Section 5. The Parliamentarian shall ensure that the President or Presiding Officer abide by the stated rules of order during meetings, serve as a resource to the Executive Committee and membership regarding the rules and usage of stated rules of order, preside at all meetings in the absence of the President and Vice-President, and serve as chairperson of the By-laws Committee.

Article VII. Executive Board.

- Section 1. The Executive Board shall be composed of the officers of the organization to include: President, Vice-President(s), Treasurer, Secretary and Parliamentarian. Other committee chairpersons may be invited to attend the Executive Board Meetings at the discretion of the President. The Executive Board shall conduct, manage and direct the business of the organization.
- Section 2. The Executive Board will meet throughout the year as the President deems necessary. The Executive Board meetings will be held at a location determined by the President or the President's designee.
- Section 3. The Executive Board shall act for the organization as necessary between regular meetings, set meeting time and place, and make recommendations to the membership.

- Section 4. The authority of the Executive Board is limited to transacting the business of the organization assigned to it in the By-Laws, or referred to it by the organization. The Board shall take care not to act for the organization on matters that should be brought before the larger group.
- Section 5. The Executive Board shall have the authority to remove, for cause, any officer or committee chairperson by a majority vote of the Executive Board at two consecutive meetings. Examples of cause may include but are not limited to: repeated non-attendance, misuse of funds, conflicts of interest, or other wrong doing.
- Section 6. The Thespian Troupe Sponsor shall act as a liaison between the school administration, the Thespian Troupe and the BACKERS in all matters. The sponsor is invited to attend all meetings. If the sponsor is not available to attend a meeting, he/she may send a designee. In certain instances, the sponsor can attend digitally, either via Zoom or other appropriate digital platform.

Article VIII. Committees

- Section 1. All standing committees will be designated by the President at the beginning his/her term. Other special committees may be established by the President at his/her discretion, as required. Removal of a committee chairperson or member shall be at the President's recommendation with a majority vote of the Executive Board at two consecutive Executive Board meetings.
- Section 2. All committees shall be composed of a chairperson and a minimum of two other members. The President shall appoint the chairpersons of each committee and committee members. Any voting member in good standing shall be eligible for committee chairperson.
- Section 3. Hospitality Committee: Oversees all ticket sales, concession purchase and sales, front of house activities. Makes recommendations to the Executive Board regarding same. Reports to Executive Board after each show.
- Section 4. Publicity Committee: Sale of program ads and all other publicity functions as directed by the President or Executive Board.
- Section 5. Membership Committee: Promote membership in the BACKERS. collect dues and record active memberships in good standing and other functions as directed by the President or Executive Board. The Committee members may visit the middle school with the thespian troupe sponsor to promote the high school theatre program to incoming freshman and their parents. The Committee shall also provide a list of parent volunteers by selected activities to other committees.
- Section 6. Budget and Finance: Under the oversight of the Treasurer, the Budget and Finance Committee shall review and report to the Executive Board and general membership on all matters regarding BACKERS finances. The Committee shall make recommendations and assist the Treasurer in preparing a proposed budget at the beginning of each fiscal year.
- Section 7. Scholarship Committee: The Committee shall consist of no less than two and no more than five members. No member shall have a child eligible for a scholarship during the given year. Shall recommend and advise the Executive Board on fair and impartial criteria upon which to award scholarships in a manner as best to promote the interests of the Thespian Troupe. The Committee shall make the selection of judges for scholarship awards and shall eschew non- discrimination in the scholarship process.

- Section 8. Nominating Committee: The Vice President shall chair the Nominating Committee which shall be responsible for presenting the general membership with a slate of Officer candidates, in accordance with Article V, herein The Nominating Committee will consist of members in good standing.
- Section 9. By-Laws Committee: The committee shall serve as a resource for the BACKERS and the Administration, and members on questions relating to the By-laws and/or of parliamentary procedure. The committee shall be chaired by the Parliamentarian who may request Membership action when necessary and shall serve as a resource on proposed amendments to the by-laws. The committee shall verify as correct all published texts of the by-laws. These responsibilities shall include maintenance of style rules and authority to make minor grammatical or syntax changes which do not affect the substance of the documents. The committee shall as requested by the Executive Board, the President or the membership, or on its own initiative, study problems concerning the By-laws, interpret bylaw questions; and draft possible amendments to the bylaws. The By-laws Committee shall draft and amend the BACKERS Member Code of Conduct.
- Article IX. Budget and Funds**
- Section 1. The Finances/ Budget Committee shall prepare a budget for the approval of the Executive Board and general membership for the start of each year (July 1- June 30) with the goal of enhancing and improving the Thespian Troupe and the Peters Township High School Theatre Program.
- Section 2. The proposed budget will be presented by the Executive Board to all members in good standing for approval at the May meeting or as otherwise determined by the membership.
- Section 3. Any regular expenditure of \$1,000.00 or less requires the approval by a majority vote of the Executive Board. Expenditures in excess of \$1,000.00 shall require approval by a majority vote of the General Membership. The Executive Board may act in an emergency capacity and expend such monies appropriate to meet an emergency situation, where it is impracticable or impossible to call a general membership meeting in a timely manner. In those cases, such action by the Executive Board shall be submitted to the general membership for ratification at the next general membership meeting.
- Section 4. All funds disbursed by check with the two (2) officer signatures: That of the Treasurer and the President. No two members of the same household may be authorized to sign checks.
- Section 5. Accounting of the funds of the BACKERS shall take place on a fiscal year basis.
- Section 6. The School Administration, including the school board, where necessary, shall approve all fundraising activities before any fundraising activity is initiated.
- Section 7. The BACKERS shall conduct fundraising activities for the benefit of the Thespian Troupe and the Theater Program.

Article X. Conflict of Interest

Section 1. Existence of Conflict, Disclosure. Directors, officers, employees, and contractors of the Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Executive Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Section 2. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting. However, the person may be permitted to provide the Executive Board with any and all relevant information.

Section 3. Minutes of Meeting. The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed, and the interested person was not present during the final discussion or vote and did not vote on the matter

Article XI. Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws and in any special rules of order the organization may adopt.

Article XII. Amendments

Section 1. These By-laws may be amended by a two thirds vote of the members present at a general membership meeting provided that any amendment is first placed on the agenda, and available for review by general membership no less than 3 days prior to the meeting at which voting will take place.

Section 2. These bylaws shall be subject to review every **EVEN** year by special committee consisting of the parliamentarian and at least 2 active members of the general membership of the BACKERS.

Article XIII. Liability of Executive Board - Indemnification

Section 1. **Executive Board Liability.** A member of the Executive Board of the BACKERS shall not be personally liable for monetary damages for any action taken or failure to take any action unless the member has breached or failed to perform the duties of his/her office under Subchapter B, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Sections 5711-5717, as amended, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a member (i) for any responsibility or liability of such member pursuant to any criminal statute, or (ii) for any liability of a member for the payment of taxes pursuant to local, State or Federal law. Neither the repeal or modification of this Article 13 or any of its provisions nor the adoption of any provision inconsistent with this Article 13 or any of its provisions shall BACKERS BYLAWS 2/2023 adversely affect any limitation on the personal liability of a member of the BACKERS existing at the time of such appeal or modification or the adoption of such inconsistent provision.

- Section 2. **Right of Indemnity.** The fullest extent permitted by law, the BACKERS shall indemnify the members of its Executive Board, its Officers, employees, and other persons described in Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Sections 5741-5750, as amended, including persons formerly occupying any such position, against all expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action or proceeding, including on action by or in the right of the BACKERS. The indemnification provided herein these bylaws and by the laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested members of the Executive Board or otherwise.
- Section 3. **Approval of Indemnity.** On written request to the Executive Board by any person seeking indemnification, the Executive Board shall promptly determine in accordance with Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Section 5744 whether the applicable standard of conduct has been met, and, if so, the Executive Board shall authorize indemnification.
- Section 4. **Insurance.** The BACKERS, at the sole discretion of the Executive Board, shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the members of its Executive Board, its Officers, employees, and other agents, against any liability asserted against or incurred by any member, officer, employee, or agent in any such capacity or arising out of the status of the Executive Board member, Officer, employee, or agent or such.
- Section 5. Each person who shall act as an authorized representative of the BACKERS shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article XIII.

These Bylaws were reviewed commented upon and approved by Lori Pavlik, Peters Township High School Principal, and subsequently ratified by the majority vote of the general membership then present at the Thespian Backer General Membership meeting of Month XX, 2023, as reflected in the attached minutes.

Michelle Hoffman

Secretary

Michelle Skillings

Bylaws Committee Chairperson, Parliamentarian

I have reviewed this present copy and I do hereby certify that this is a correct copy of the Thespian Troupe Backer Bylaws as of this XXth Day of Month, 2023.

Michelle Skillings, Parliamentarian