

# By-Laws

## Jordan Theatre Company Booster Club

### Article I: Name and Purpose

The name of the nonprofit corporation will be Jordan Theatre Company Booster Club (**JTC Booster Club**). It is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (**the Code**), namely to:

- a. promote and enhance the theatrical production learning experience of students at Jordan High School located in Fulshear, Texas (**Jordan High School**),
- b. provide scholarship funding to such graduating seniors in the Jordan Theatre Company that are selected by an independent panel according to objective and nondiscriminatory criteria, and
- c. arrange and conduct fund-raising activities to support the above.

### Article II: Club Activities

**Exemption requirements:** JTC Booster Club will not carry on any activities that are not permitted to be carried on (i) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of JTC Booster Club will be the carrying on of propaganda, or otherwise attempting to influence legislation, and JTC Booster Club will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. No part of the net earnings of JTC Booster Club will inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons having a personal or private interest in the corporation, except that JTC Booster Club will 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 Article I above.

**Relationship with Jordan High School and Katy ISD:** JTC Booster Club will organize and function in a way that is consistent with the philosophy, objectives and policies of the Katy Independent School District located in Texas (**Katy ISD**), in accordance with applicable University Interscholastic League guidelines and financial and audit regulations. JTC Booster Club will not attempt to direct any Katy ISD staff member in any of their duties. The schedule of contests, rules of participation, method of earning letters and other criteria dealing with the inter-school program are under the jurisdiction of the local school administration. The Superintendent of Katy ISD and the Principal of Jordan High School will each have veto power over the JTC Booster Club's use of Jordan High School property and assets.

**Advisors:** The Principal and Theatre Director of Jordan High School will be advisors to the JTC Booster Club (**'Advisors'**). They will not be required to pay membership fees and will not have voting rights at either General Meetings or Executive Board Meetings, but they will be invited to attend and be heard at all JTC Booster Club General Meetings, Committee Meetings and Executive Board Meetings.

## Article III: Membership

**Qualification:** Membership of JTC Booster Club will be open to parents and guardians of Jordan High School theatre students and any other interested patrons or businesses supporting the JTC Booster Club's Purpose as stated in Article I above. Membership becomes automatic upon the submission of a duly completed application form and payment of the Annual Membership Fee to JTC Booster Club Vice President. Annual Membership fees are payable for each year commencing 1 July.

**Rights:** A membership is necessary to cast a vote at a General Meeting, to propose a change to these By-Laws, to be nominated for office, to be elected to office, to hold office, to be part of a Nominating Committee or the Audit Committee. Membership is not necessary to participate in any of the activities conducted or supported by JTC Booster Club. The Secretary will promptly provide a copy of the JTC Booster Club By-Laws to any member of the JTC Booster Club who requests it.

**Meetings:** General Meetings of the JTC Booster Club will be held monthly during the school year of Jordan High School at the dates, times and places that are set by the Executive Board at its first meeting of the school year. If a General Meeting cannot be held on its scheduled date, notice will be sent to all members as soon as the need for a change is recognized, and the affected meeting will be rescheduled to occur within 10 days of the originally scheduled date. All General Meetings of JTCB Booster Club will be public meetings.

**Quorum and voting:** Quorum for a meeting will be the number of JTC Booster Club members present at that meeting, provided that at least one member present is an Executive Board Member. All matters voted on by JTC Booster Club members at a meeting will be decided by a majority of the members present. If votes are cast equally for and against a motion at a meeting, the person duly presiding over the meeting will cast the deciding vote.

## Article IV: Executive Board

**Membership:** The Executive Board will consist of the elected officers of JTC Booster Club.

**Authority:** The affairs, activities and operation of JTC Booster Club will be managed by the Executive Board. The Executive Board will transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these By-Laws. It may create Standing and Special Committees (not otherwise provided for in these By-Laws), approve the working policies, plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

**Meetings:** The Executive Board will meet monthly to prepare for General Meetings of JTC Booster Club members and to conduct the affairs of the JTC Booster Club.

**Quorum and voting:** A Quorum of the Executive Board will be a majority of the members of the Executive Committee as may exist from time to time. All matters voted on by Executive Board members at an Executive Board Meeting will be decided by a majority of the Executive Board Members present. If votes are cast equally for and against a motion at a meeting, the person duly presiding over the meeting will cast the deciding vote.

**Action Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-Laws) may be taken without a meeting if the Theatre Director of Jordan High School and all Executive Board Members consent in writing to taking the action

without a meeting and to approving the specific action. Such consents will have the same force and effect as a unanimous vote of the Executive Board.

**Participation in Meeting by Video or Audio Conference Call:** JTC Booster Club Advisors and Members of the Executive Board may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as those participants can hear one another.

**Reimbursement:** Executive Board members will serve without compensation with the exception that expenses incurred in the furtherance of JTC Booster Club's business are allowed to be reimbursed with documentation in accordance with JTC Booster Club's financial policies, and prior approval.

## **Article V: Officers and their Elections**

**Officers:** The officers of JTC Booster Club will include one President, one or more Vice Presidents, a Secretary, a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Nomination for Election:** At the February Executive Board meeting, the President will create a Nominating Committee comprising the President, the Jordan High School Theatre Director and one JTCB member for each of the grade levels at Jordan High School. The purpose of the Nominating Committee is to select suitable candidates from amongst the membership who may serve as officers of JTC Booster Club in the following year (1 July to June 30). The Nominating Committee members will be presented to the general membership in the February General Meeting. A slate of officers for the following year will be presented to the general membership at the March General Meeting, at which time additional nominations may be made from the floor. Only those who have consented to serve will be eligible for nomination, either by the committee or from the floor.

**Election:** Election of officers will occur at the June General Meeting of the JTC Booster Club. Officers serve a one year term starting 1 July. All records of JTC Booster Club must be turned over to newly elected officers by July 1. All officers must be a current JTC Booster Club member in good standing.

**Limit on terms:** No Executive Board member may be elected to serve more than two consecutive terms in the same position without approval of a two-thirds majority of the members present and voting at the June General Meeting of the JTC Booster Club.

**Casual vacancies:** The President will have the authority to nominate vacant Executive Board positions. The Executive Board has the authority to approve by simple majority.

**Reasons to Remove:** by two-thirds vote of the Executive Board, an officer may be removed from office for failure to perform duties.

## **Article VI: Duties of Officers**

**President:** The President will preside at all General and Executive Board meetings of JTC Booster Club. The President will ensure that the Certificate of Formation, By-Laws and policies of JTC Booster Club are carried out, oversee the appointment of all committees, perform the duties normally associated with this office, and act as a representative of the organization at public and private functions.

**Vice President:** The Vice President will assume the duties of the President at any time the President is unable to do so. The Vice President will assist the President in the performance of the President's duties and serve as Membership Chairperson for the JTC Booster Club. The Vice President will arrange for chaperones throughout the year as needed. In the April General Meeting, the Vice President will appoint three individuals who are members of the JTC Booster Club to the JTC Booster Club Auditing Committee for the purpose of auditing financial records pursuant to these By-Laws. The Vice President is responsible for collecting membership application forms and Annual Membership Fees. The Vice President will maintain a current roster of membership and give collected Membership Fees to the Treasurer of JTC Booster Club in a timely manner.

**Secretary:** The secretary will prepare and maintain and publish minutes of all meetings of the JTC Booster Club Membership and its Executive Board, administer JTC Booster Club notices and correspondence, keep records of JTC Booster Club volunteer hours for Katy ISD, and maintain the files and general records of the JTC Booster Club.

**Treasurer:** The Treasurer is the authorized custodian to have oversight of all funds of JTC Booster Club in accordance with its financial policies. The Treasurer will organize, document, and record all financial activities and be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, By-Laws and budget. The financial records belong to the organization and must be available to the other officers or any of the Advisors upon request.

The Treasurer will:

- prepare an annual budget for review and approval by the members,
- ensure that numbered receipts are provided for cash received by the organization,
- ensure that all funds are promptly deposited in the organization's authorized bank account(s),
- ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget,
- present a written financial report (including bank statement reconciliation, together with income and expenditures and comparing budgeted amounts to actual year-to-date amounts) at each General Membership Meeting of the membership and at other times as requested by the Executive Board,
- provide the JTC Booster Club Auditing Committee with all documents that requires to complete its audit, and
- file such forms and documents to public authorities as are necessary for JTC Booster Club to comply with statutory requirements and maintain tax-exempt status.

## Article VII: Finances

**Annual Membership Fee:** The Executive Board will set the Annual Membership Fee for each school year.

**Budget:** A proposed budget will be prepared by the President, Treasurer and Theatre Director no later than one month after their term of office begins. The proposed budget will include expected income sources as well as expected expenditures of the JTC Booster Club. The proposed budget will be presented for vote at the first JTC Booster Club meeting of the school year. The approved budget will be used to guide the spending activities of JTC Booster Club during the year and serve as approval for anticipated expenditures.

**Fundraising:** Primary funding for JTC Booster Club will come from membership fees, ticket sales, patron program, spirit item sales and concessions and other fund-raising activities. All fund-raising activities must be approved by the Jordan High School Principal before they begin.

**Counting of money:** The Treasurer will ensure that all cash received by or for JTC Booster Club is counted by at least two people separately on the day that it is received and that a record of the cash count is made and signed by all persons who counted the cash.

**Banking:** The Treasurer will ensure that all income is promptly deposited to such JTC Booster Club bank accounts or other depositories as determined by the Executive Board. All deposits will be documented by a receipt or other written documentation. Sequentially numbered receipts will be provided, with a copy kept, whenever cash is collected.

**Obligations:** The Executive Board may authorize any officer(s) to enter into contracts or agreements for the purchase of materials or services on behalf of JTC Booster Club.

**Loans:** No loans shall be made by JTC Booster Club to its officers or members.

**Checks:** All checks, drafts, or other orders for the payment of money on behalf of JTC Booster Club will be signed by two officers as authorized in writing by the Executive Board. Checks will bear notice of this requirement above the signature line as follows, "**Two signatures required for checks.**"

**Debit and credit cards:** If debit or credit cards are established in the name of JTC Booster Club, a policy approved by the Executive Board will be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card will be allowed. Authority to use JTC Booster debit or credit cards may be revoked by the Executive Board at any time.

**Spending:** The Treasurer will ensure that all spending is documented by a receipt, invoice, or other written documentation. All spending must happen as soon as practicable upon withdrawal of funds or the writing of a check, draft or other order for the payment of money. Any substantial deviation from the approved budget must be authorized in advance by the membership at a JTC Booster Club General Meeting.

**Financial Controls:** JTC Booster Club may adopt further financial controls as may be appropriate to ensure the integrity of its funds.

**Auditing Committee:** Every July, the JTC Booster Club Auditing Committee will review the financial records of the JTC Booster Club for the preceding year 1 July to 30 June in accordance with the Audit Program suggested by the Katy ISD Financial Management Handbook for Parent Organizations.

**Fiscal year:** For Code purposes, the Fiscal Year of JTC Booster Club will be from September 1 to August 31.

**Financial Record Retention:** All records of JTC Booster Club will be maintained and destroyed in accordance with law and prevailing standard record retention guidelines.

## **Article VIII: Conflicts of Interest**

**Disclosure:** Officers, committee members, employees and contractors of JTC Booster Club must refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of JTC Booster Club. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any officer, committee member, staff member or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises, the interested person will call it to the attention of the Executive Board for resolution. If the conflict relates to a matter

requiring Executive Board action, that person will not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter will be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

**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 Board with any and all relevant information.

**Minutes of Meeting:** The minutes of the meeting of the Executive Board will 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.

**Annual Review:** A copy of this conflict of interest statement shall be given to each officer, committee member, employee and/or contractor who is presently serving JTC Booster Club, or who hereafter becomes associated with the organization. This policy will be reviewed annually for information and guidance of officers, committee members, staff members and contractors, and new officers and committee members, staff members and contractors will be advised of the policy upon commencing the duties of their offices.

## **Article IX: Indemnification**

Every officer or employee of JTC Booster Club may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved by reason of their being or having been an officer or employee of JTC Booster Club, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein will apply only when the Executive Board approves such settlement and reimbursement as being in the best interest of the organization. This right of indemnification will be in addition to, and not exclusive of, all other rights that such officer or employee is entitled.

## **Article X: Amendments to By-Laws**

These By-Laws may be amended at any General Meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice. The change will become effective immediately, unless otherwise indicated.