

AMENDED AND RESTATED BYLAWS FOR PARKER COUNTY FINE ARTS ASSOCIATION, A TEXAS NONPROFIT CORPORATION

ARTICLE I

Scope

These Bylaws constitute the code of rules adopted by the Parker County Fine Arts Association, a Texas non-profit corporation, d/b/a Theater Off The Square for the regulation and management of its affairs. These Bylaws replace in their entirety any prior versions. Parker County Fine Arts Association may also be referred to in these Bylaws as “Theater Off The Square,” “TOTS,” or the “Association.”

ARTICLE II

Purpose

The primary purpose of the Association is to provide a vehicle for the education in; production and development of the performance arts, including but not limited to drama, musical and related cultural productions, and to encourage community participation in all aspects of the performing arts.

ARTICLE III

Board of Directors

3.01 Powers

The Board of this Association (the “Board”) is vested with the management of the business and affairs of this Association, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws.

3.02 Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, gender identity, sexual orientation, religion, or national origin. Directors must be at least eighteen years old. Directors are not required to be a member of the Association at the time they become a director.

3.03 Number of Directors

The Board will consist of no more than twenty directors and no fewer than five directors

3.04 Term of Directors

Directors shall serve terms of approximately three years, provided that the term will end at the Annual Member Meeting closest to the end of three years after election. There are no term limits and, therefore, directors may serve any number of consecutive terms if he or she is re-elected.

3.05 Election of Directors

(a) Elections for directors filling expired terms shall be held at the annual meeting of members (the “Annual Member Meeting”.) Any directorship to be filled by reason of an increase in the number of directors shall be filled at the next Regular Meeting of the Board or at a special meeting of the Board called for that purpose. When a director is elected, the term begins upon the election.

(b) The Board of Directors shall, at the regular meeting preceding the Annual Meeting, vote by simple majority of those present, on the number of vacant places to be filled at the election. The Nominating Committee will prepare a slate of candidates who qualify under these Bylaws for election to the Board. The committee will nominate at least one person for each available opening for a full term on the Board and may, but is not obligated to, choose the person whose term is ending if that person is eligible to serve another term.

(c) Any member present at the Annual Member Meeting may vote in the Board election. Only vacancies for full terms will be elected at the Annual Member Meeting. Each voting member will have one vote for each Board seat being filled on a ballot and may vote for up to the number of candidates as there are vacancies being filled on that ballot. All nominated candidates will be on a ballot in alphabetical order and the candidates with the highest number of votes will be elected to the available full terms. Nominations may also be made from the floor and the members will be instructed to add such names to the ballot. If the number of available full terms is not clearly won because of a tie, another election will be held among the persons who tied to determine the winner. Each voting member will have a number of votes equal to the number of places to be filled. Members may not cast more than one vote for a single candidate. Blank ballots will be distributed for the members to write the names of the candidates for whom they are voting. If after the vote, there is still a tie, that vacancy will be filled by the Board at the next Regular Meeting.

(d) The Board election will be held by secret ballot unless there are no more candidates than openings on the Board for full terms and there is a motion from the floor to accept the slate of candidates by acclamation using a voice or hand vote that is duly seconded and passes by a vote of two-thirds of the members present.

3.06 Staggered Terms

There shall be staggered terms of office for directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the Annual Member Meeting following the adoption of the Bylaw provision requiring the staggered terms, directors of the first class shall be elected to hold office for a term expiring at the Annual Member Meeting closest to the end of one year after election. Directors of the second class shall be elected to hold office for term expiring at the Annual Member Meeting closest to the end of two years after election. Directors of the third class shall be elected to hold office for a term expiring at the Annual Member Meeting closest to the end of three years after election. Provided, however, if the number of directors is decreased or increased by resolution of the Board, such resolution shall designate to which class the directors created by such increase or eliminated by such decrease shall belong. At each Annual Member Meeting, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the Annual Member Meeting closest to the end of three years after election.

3.07 Resignation

Any director may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. No acceptance by the Board is required for such resignation to become effective.

3.08 Removal

Any director may be removed without cause, at any time, by a two-thirds vote of the entire Board, at a Regular Meeting or a Special Meeting called for that purpose. Any director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place. Notwithstanding the foregoing, if a director fails to attend either (i) any three (3) consecutive Regular Meetings or (ii) four (4) Regular Meetings during any twelve (12) month period between Annual Member Meetings, the director will be removed, effective at the next Regular Meeting, unless such removal is rescinded by a two-thirds vote of the Board present at that Regular Meeting. If the director to be removed is the President, the next highest ranking officer will act as president for the meeting at which the removal vote takes place and will become Interim President until a new president is elected if the vote to remove the President passes. A new President will be elected from the Board at the next Regular Meeting or a Special Meeting called for that purpose. If the director to be removed is an officer other than the President, and the vote to remove the officer passes, a new

officer replacing that officer will be elected from the Board at the next Regular Meeting or a Special Meeting called for that purpose.

3.09 Vacancies

Vacancies shall be filled by vote of the majority of the directors present at the meeting at which the vote is held, and the director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Any director may make nominations to fill vacant directorships.

3.10 Compensation

Directors shall not receive any salaries or other compensation for their services but may be reimbursed for any actual expenses incurred in the performance of their duties for the Association. The Association shall not loan money or property to, or guarantee the obligation of, any director.

ARTICLE IV

Committees and Special Positions

4.01 Executive Committee

The President, Vice President, Treasurer, Secretary, and Parliamentarian of the Association shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Association in between Regular Meetings of the Board. The Board must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Association. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

4.02 Standing Committees

The Association will have the standing committees listed below, which shall assist the Board in carrying out the management of the Association. The Board shall appoint a Chairperson and Vice Chairperson of each standing committee, each of whom must be a director and directors must comprise a majority of the committee membership. Members of the Association who are not directors may also be approved to serve as committee members except the Nominating Committee. Unless otherwise determined by the Board, immediately before and after the Annual Member Meeting, a sign-up sheet for members requesting to serve on committees will be made available for all committees except the Nominating Committee. Any number of members may request membership on any listed committee, and the Chairperson will choose the members of the committee and present them to the Board for approval at the next

Regular Meeting or a Special Meeting called for that purpose. Unless otherwise required by these Bylaws or a majority vote by Directors present at a meeting where an increase of the number of committee members is requested by the chair, all standing committees will have a minimum of three and a maximum of five members. Committee members shall have one-year terms ending at the first Regular Board Meeting following the Annual Member Meeting following their appointment unless otherwise determined by the Board. Chairpersons and members may serve unlimited consecutive terms. Meeting Committees shall meet upon call of the Board or the Chairperson of the Committee, review the activities of the Association in the Committee's respective areas, and make recommendations to the Board for the Board's final approval. The Treasurer of the Association shall serve as the Chairperson of the Finance Committee. Committee meetings shall be open to all members of the Board. The President will be an ex-officio member of all committees except the Nominating Committee. At any time, the Board may eliminate any standing committee that the Board deems no longer necessary or combine one or more standing committees into a single standing committee.

(a) The **Play Selection Committee** will review and recommend to the Board the proposed productions for the coming season. Unless extended by the Board, recommendations of the plays should be submitted by the April Board Meeting for the following season's shows. Unless extended by the Board, the Board will review the recommendations and approve a list of plays at or before the May Board Meeting for the following season's shows. This committee will also be responsible for securing licensing rights to the approved shows, as well as, ordering scripts, sheet music, pre-recorded music/audio tracks, and any other materials required by a show's licensing company for rehearsal/production of the approved shows. The committee will produce a yearly production schedule for the Association for the season running January 1 through December 31 and will submit it by the June Board Meeting for the following season's schedule. The schedule shall include all productions, auditions, rehearsals, and any other uses of the theatre building, along with any other items that the committee determines noteworthy.

(b) The **Play Director Selection Committee** will recommend the directors for the upcoming season's plays. Members of this committee may not serve on the Play Selection Committee for the same season. The committee will choose from potential play directors who meet the criteria determined by the Board and who notify the Association that such person wishes to be considered as a play director. The Play Director Selection Committee will recommend such selections to the Board who will make the final determination of directors for the plays and may choose persons not recommended by the Play Director Selection Committee. Recommendations of the play directors should be submitted by the July Board Meeting for the following season's shows. This committee will also recommend any replacement Directors in the event that a director is no longer going to direct a play.

(c) The **Finance Committee** will prepare and present the annual budget to the Board for approval prior to the beginning of each fiscal year, make necessary investment choices, oversee expenditures for compliance with the approved budget, and generally protect the soundness of the Association's finances and fiscal operations. This committee will also prepare or oversee the preparation of financial data to be used in presentations for grant requests similar presentations.

(d) The **Nominating Committee** will recommend a slate of candidates who qualify under these Bylaws for election to the Board at the Annual Member Meeting. The members of the Nominating Committee must be directors and shall be chosen by a majority vote of the full Board.

(e) The **Special Event and Fundraising Committee** will meet as required to plan social and specialty events for the Association. The committee will be responsible for developing fundraising policies and programs for Board approval to enhance the ability of the Association to maximize revenues.

(f) The **Set Construction Committee** will be responsible for coordinating and executing set design, construction and strike with each production's set designer.

(g) The **Publicity Committee** will be responsible for advertising and publicizing productions and other activities through the appropriate media; maximizing the profitability of productions through ticket sales and advertising; and developing and implementing strategies for increasing awareness of the Association.

(h) The **Building Management Committee** will be responsible for maintenance and appearance of the theatre and associated facilities.

(i) The **Program Committee** will be responsible for preparation of programs for each theatrical production including design, printing and the solicitation of advertising contributors to support the cost thereof.

(j) The **Grants and Sponsorships Committee** will prepare grant requests for funds that may be available to the Association and seek sponsorships for the Association's productions.

(k) The **Production Coordinating Committee** will consist of a Chairperson, Vice Chairperson, and three to five Board members who will be assigned specific productions. No show Director and Production Coordinator will be the same for any given production. The responsibilities of the Production Coordinator of any said production will be to assist the director with communications between all associated committees and to be a liaison between the production staff/cast and TOTS Board of Directors. The committee chairperson will distribute the Director's Document, the Theatre Off The Square

Production Standards, and the Performance Contract prior to auditions for any given production. They will retrieve the signature page required of each director and keep it on file. The production coordinator will help the directors fill spots on their production teams if requested. Other responsibilities of each production coordinator are to do background checks to be kept on file of cast and crew 18 and older who have not been checked in the past 12 months, complete audition disclosure forms for each production, provide and collect minor release forms, and keep water jugs filled in the Green Room during rehearsals and the production.

(l) The **Strategic Planning Committee** will assist the Board with its responsibilities for the Association's mission, vision, strategic direction, and goal setting to achieve long-range objectives. This committee will work directly with all other committees to help develop their roles in this process.

(m) The **Community Connections Committee** will be responsible for forging connections with other businesses and organizations within our community. The focus of these connections would be on building relationships through partnered initiatives, joint ventures, and community events rather than on any financial gain.

(n) The **Diversity, Equity, and Inclusion (DEI) Committee** will be responsible for targeting concerns related to the representation of minority groups in the organization's activities, creating goals to address those concerns, and planning and executing initiatives to meet the goals.

4.03 Ad Hoc Committees

The President may from time to time designate and appoint Ad Hoc committees to conduct the Association's business and such committees shall follow the same guidelines set forth in the first paragraph of Section 4.02 for Standing Committees except as otherwise determined by a majority vote of the Board, provided that if there is a Bylaws Committee formed for the purpose of proposing amendments to the Bylaws, the Parliamentarian shall chair that committee. Such Ad Hoc committees shall be disbanded at the completion of the project for which they were formed.

4.04 Additional Committees

The Board may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board. Such committees shall have and exercise such prescribed authority as is designated by the Board. The directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these Bylaws.

4.05 Special Positions

The Board may, from time to time, appoint individual directors to special positions of responsibility for the Association, to oversee certain aspects of the operations without committees in accordance with guidelines from the Board. Such persons will report their activities to the Board in the same manner as committee chairpersons. Such persons shall serve terms as determined by the Board.

ARTICLE V

Board Meetings

5.01 Place of Board Meetings

Regular and Special Meetings of the Board will normally be held at Theater Off The Square, unless another place is designated by the President.

5.02 Regular and Special Meetings

Regular Meetings of the Board shall be held each month, or more frequently as deemed necessary by the Board. The normal day and time for the regular monthly meetings shall be the third Wednesday of each month at 7:00 p.m. The normal day and time for the regular monthly meetings may be temporarily changed for a definite length of time changed by the President or by a vote of the Board with proper notice. Special Meetings may be called by the President or any three directors.

5.03 Meetings by Electronic Communications

Meetings of the Board may be held via electronic communications provided the following conditions are met:

(a) The notice is sent by the President through electronic communications, such as email, facsimile or telephone voice or text, to all directors and all directors acknowledge receipt of the notice.

(b) A quorum will be met for the meeting if a majority of the entire Board agrees to participate in the meeting.

(c) All communications in the meeting must go to all directors participating in the meeting and those participating by telephone must be provided with all discussion that was provided in writing to the other directors prior to any cut-off of the discussion and be given an opportunity to comment, which comments will be provided electronically to the other directors prior to voting.

(d) The President will be responsible for communicating with the telephone participants. If the President is unable to perform this task, the Secretary will do so. If neither is available, the directors will choose another director to perform this task.

(e) Any actions that require a vote will have at least a 24 hour period for discussion that is provided to and acknowledged by all directors who agreed to participate in the meeting, unless all such directors agree to allow voting before the 24 hour period is complete. The 24 hour period begins after a motion is made and seconded.

5.04 Notice of Board Meetings

Appropriate methods of communicating the date, time, and/or place of a Regular or Special Board meeting are: announcement at a regular meeting, regular mail, telephone (including voice mail, answering machine, or text message), facsimile, and email.

(a) Notice of a change in the date, time, and/or place of Regular meetings that are not held electronically shall be given to each director no less than five (5) days prior to the meeting.

(b) Notice of the date, time, and/or place of Special meetings (or a change thereof) that are not held electronically shall be given to each director no less than three days prior to the meeting.

(c) Notice of the date and/or time of Regular or Special meetings that ARE held electronically shall be given to each director no less than one day prior to the meeting.

(d) In the event of a public health concern that necessitates a change in the date, time, and/or place of a Regular or Special meeting and/or that the meeting be held electronically, the advance notice time requirements described above are waived, and instead the President must provide this notice as soon as reasonably possible.

5.05 Waiver of Notice

Attendance by a director at any meeting of the Board for which the director did not receive the required notice will constitute a waiver of notice of such meeting unless the director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

5.06 Quorum

A majority of the directors then serving on the Board shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the directors attending shall constitute

an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these Bylaws.

5.07 Actions without a Meeting

Any action required or permitted to be taken by the Board under the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws may be taken without a meeting, if the number of directors necessary to take that action, at a meeting at which all of the directors are present and voting, consent in writing, setting forth the action to be taken. The consent must state the date of each director's signature and the signature may be a typed or facsimile signature transmitted by electronic communication. Such written consent shall have the same force and effect as a vote of the Board.

5.08 Open Meetings

Meetings shall be open to the general membership, except when personnel, real estate, or litigation matters are being discussed.

5.09 Proxy Voting Prohibited

Proxy voting is not permitted.

ARTICLE VI Officers

6.01 Roster of Officers

The Association shall have a President, Vice President, Secretary, Treasurer and Parliamentarian. The Association may have, at the discretion of the Board, such other officers as may be appointed by the directors. All officers must be directors and cannot be the spouse or immediate family member (parent, child or sibling) of another officer.

6.02 Election and Removal of Officers

All officers shall serve two-year terms, except that their term will expire early at any time that they are no longer a director for any reason. The two year terms will end at the first Regular Meeting of the Board (or an earlier Special Meeting called for this purpose) following the Annual Member Meeting held closest to two years after the term of office commenced. Officer elections for officers whose terms expired or are vacant will be held at the first Regular Meeting of the Board (or an earlier Special Meeting called for this purpose) held after the Annual Member Meeting. If the President is continuing in office after the Annual Member Meeting, but other officers are not, the President may appoint other directors to fill those offices temporarily until the new

officers are elected. If the President is not continuing as a director after the Annual Member Meeting, the Vice President, Secretary, Treasurer or Parliamentarian, in that order of succession, will assume the President's office until the election of new officers. If there are no officers remaining after the Annual Member Meeting because no current officers are still directors, then the Board, including the newly elected directors, will meet immediately after the Annual Member Meeting to elect officers who will serve the terms of office. Officers who remain as directors shall remain in office until their successors have been selected. Officers may not serve more than two consecutive terms in the same office. If there is no nominee for an office, the Board has the authority, with a 2/3rds vote, to extend the current office holder's term for another two years beyond the limit. The election of officers shall be by majority vote of the Board attending the meeting at which a quorum is present. An officer may be removed from office by a motion brought by director at any Board meeting and a vote to remove that officer approved by two-thirds of the entire Board at the following meeting.

6.03 Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of directors present at a meeting in which there is a quorum.

6.04 President

(a) The President will supervise and lead the affairs of the Association and shall exercise such supervisory powers as may be given him or her by the Board.

(b) The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

(c) The President shall, with the advice of the Board and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board. The President shall solicit agenda items at least one week prior to the meeting and provide an agenda to each director 48 hours prior to the meeting if possible.

(d) The President shall receive copies of all bank statements and review such statements to verify that all deposits are made and all expenditures authorized.

6.05 Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

6.06 Secretary

(a) The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws.

(b) The Secretary shall attest to and keep the Bylaws and other legal records of the Association, or copies thereof, at the principal office of the Association or such other location, including electronic or digital storage, approved by the Board.

(c) The Secretary shall take minutes of all meetings of the Board and the Members, and shall keep copies of all minutes at the principal office of the Association or such other location, including electronic or digital storage, approved by the Board.

(d) The Secretary shall keep a record of the names and addresses of the directors at the principal office of the Association or such other location, including electronic or digital storage, approved by the Board.

(e) The Secretary shall, with the approval of the Board, set up procedures for any elections held by the Association. The Secretary shall keep a record of all votes cast in such elections.

(f) The Secretary shall ensure that all records of the Association, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board at the principal office of the Association, or other agreed location, upon reasonable request.

(g) The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law.

(h) The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Association are properly kept and filed.

(i) In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

6.07 Treasurer

(a) The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the directors as required by the Board, and will perform in general all duties incident to the office of Treasurer and such other duties as may be

required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned from time to time by the Board.

(b) The Treasurer shall provide for the acceptance and disbursement of all funds of the Association in the manner approved by the Board.

(c) The Treasurer, with the approval of the Board, shall set up all checking, savings, and investment accounts of the Association and deposit all such funds in the name of the Association in such accounts.

(d) The Treasurer shall prepare a monthly report for the Board, providing an accounting of all transactions and of the financial conditions of the Association. Upon request by any director, the Treasurer will provide access to the banking records of the Association for review.

(e) The Treasurer shall prepare an annual financial report for the prior fiscal year and an interim financial report for the current fiscal year to date through the end of the prior month to be presented at the Annual Member Meeting, providing an accounting of all transactions and of the financial condition of the Association and must include a statement of revenues and expenses and a balance sheet.

(f) The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Association for the previous five years at the principal office of the Association and make them available at the request of any director or member during regular business hours for inspection and copying. The Treasurer shall provide new directors with financial reports for the previous 12 months and the current budget as part of their orientation.

(g) The Treasurer will assist outside independent auditors in any audits ordered by the Board or required by these Bylaws or to maintain the Association's §501(c)(3) status with the Internal Revenue Service.

(h) The Treasurer shall file, or assist in the filing, of all federal, state, and/or local tax requirements (including, but not limited to, the annual return of organization exempt from income tax return, and state sales tax returns).

6.08 Parliamentarian

The Parliamentarian shall interpret any ambiguities of the Bylaws and advise on parliamentary procedure. The Parliamentarian shall also present to the Members at the Annual Member Meeting, any proposed amendments to the Bylaws or Certificate of Formation. The Parliamentarian shall also assist the Secretary in tallying votes in elections of the Board at the Annual Member Meeting.

ARTICLE VII

Members

7.01 Eligibility

Individuals eighteen years of age and older meeting any of the following criteria are eligible for membership in the Association:

(a) Persons who financially support the efforts of the Association as full season patrons for the season during which the Annual Member Meeting is held, or through donations equaling a minimum of the price of a full season ticket in the season during which the Annual Member Meeting is held;

(b) A current member of the Board of Directors;

(c) Persons who participated in at least one TOTS productions during the twelve months prior to the Annual Member Meeting as an actor, play director, assistant director, stage manager, lights and sound crew, set construction crew or stage crew will become members and the membership will terminate at the end of the second Annual Member Meeting following their qualification, unless they again qualify for membership during the twelve month period prior to the second Annual Member Meeting following their qualification; or

(d) Persons who participated in at least ten TOTS performances, or other events approved by the Board, as verified by the Volunteer Coordinator during the twelve months prior to the Annual Member Meeting as a volunteer at the box office, concessions or front door, or such other volunteer job as may be approved by the Board, will become members and the membership will terminate at the end of the second Annual Member Meeting following their qualification, unless they again qualify for membership during the twelve month period prior to the second Annual Member Meeting following their qualification.

7.02 Rights of Members

Each member of the Association shall be entitled to one vote on each matter submitted by the Board to a vote at an Annual or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. Each member may attend any Board Meeting as an observer and may address the Board prior to the start of a meeting. A member may receive copies of the minutes of any Association meeting or Association regular financial statements upon request, and may examine, at the member's expense, in person, or by agent accountant or attorney, at a reasonable time and for a proper purpose, the books and records of the Association, by providing a prior written request. No member shall be entitled to any dividend or any part of the income of the Association or to share in the distribution of

the corporate assets upon dissolution. The Board has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Association, merger or consolidation with another Association, sale of substantially all the Association's assets, and most amendments to the Association's certificate of formation.

7.03 Removal of Members

The Board, by a two-thirds vote of the entire Board may remove a member if the Board determines, in its sole discretion that the member has acted in a way that is detrimental to the reputation and standards of the Association or has caused harm to the Association. The Board may allow the member to address the Board at a meeting prior to the removal vote, but is not required to do so. The Secretary will send notice to the member that he or she has been removed from membership and is no longer allowed to participate as a member. If a member who has been removed later again qualifies for membership, membership will not be allowed unless the Board, by a two-thirds vote of the entire Board, votes to allow the person to become a member.

7.04 How the Membership can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: amendment of the Bylaws, dissolution of the Association, merger or consolidation with another Association, sale of substantially all the Association's assets, and most amendments to the Association's certificate of formation. Attendance equal to the number of Directors on the Board as of the time of the meeting shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

7.05 Annual Member Meeting

The Membership shall meet for the Annual Member Meeting once a year during the month of October, at a time designated by the Board, for the purpose of transacting any business that the Board may submit to the members. Annual Member Meetings shall take place at the TOTS theater unless otherwise determined by the Board. No proxies are allowed.

7.06 Notice of Annual Member Meeting

Written notice of the Annual Member Meeting shall be given to all members not less than 14 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, or by

electronic transmission, including email and facsimile, and shall state the place, day, and time of the meeting. The Board may also provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Association, newsletter, newspaper, the Association's website, or such additional means as the Board shall deem effective.

7.07 Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the Board, or on written request of twenty members eligible to vote at the meeting.

7.08 Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Member Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

7.09 List of Members

The Mailing list/Membership Coordinator shall maintain a list of all current members. The list of members will be used to provide notice for the Annual Member Meeting and other member meetings.

ARTICLE VIII

Rules of Procedure

The proceedings and business of the Board shall be governed by Robert's Rules of Parliamentary Procedure to the extent not otherwise provided herein.

ARTICLE IX

Executive Director

The Board may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board. Subject to such supervisory powers as are vested in the Board, the Executive Director shall supervise, direct, and control the business of the Association and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Association or the acceptance of money or resources by the

Association in furtherance of the purposes of the Association as set out in the Certificate of Formation and these Bylaws. The Executive Director shall generally be expected to attend all meetings of the Board and meetings of the general membership but may not be a director and has no voting rights reserved for directors.

ARTICLE X

Indemnification

10.01 Insurance

The Association may provide indemnification insurance for its directors, and the Board shall select the amount and limits of such insurance policy. The Association must provide general liability insurance (umbrella policy) for the Association in the amount of one million dollars. The Association must maintain adequate property insurance to sufficiently protect the assets of the Association.

10.02 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 the Association shall be indemnified by the Association 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.

10.03 Limits on Indemnification

Notwithstanding the above, the Association will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Association's 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.

ARTICLE XI

Operations

11.01 Execution of Documents

Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by the President (or such other person designated by the Board) and one other member of the Executive Committee, pursuant to the general authorization of the

Board. All conveyances of land by deed shall be signed by the President and two other members of Executive Committee and must be approved by a resolution of the Board.

11.02 Disbursement of Funds

Financial Transactions that are not included in the approved budget shall require majority approval of the Board or the Executive Committee if a majority of the Board is not immediately available to vote on the transaction. In all other transactions, the Treasurer may dispense with the funds of the Association in accordance with the annual budget approved by the Board and the purposes of the Association as set out in the Certificate of Formation and these Bylaws. Notwithstanding the above, all checks disbursing funds from any of the Association's accounts in the amount of one thousand five hundred dollars or greater shall either require the signatures of at least two of the following: President, Vice President, Secretary, Treasurer, Parliamentarian, or a Payment Authorization Form signed by any two of the aforementioned officers.

11.03 Records

The Association will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Association will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Association and a membership roster giving the names and addresses of members.

11.04 Association Property

Any property of the Association that is in the possession of a director or member belongs to the Association and must be immediately returned to the Association upon a request by the Board or at any time that a person ceases to be a member or director. Such property includes, but is not limited to, photographs, videos, sound recordings, documents, books, records and other materials created or obtained by such person in connection with their duties as a director or member of the Association. Any copyrighted materials created by a director or member for use by the Association is created as a "work for hire" as that term is defined in the United States copyright laws, and if such work is deemed not to be a work for hire, any director or member, as a condition of serving as such, agrees to assign all copyright rights in the work to the Association.

11.05 Inspection of Books and Records

All books and records of this Association may be inspected by any director for any purpose at any reasonable time on written demand.

11.06 Amendments to Bylaws

The Bylaws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present and approval of the members by a two-thirds vote at a meeting where a quorum is present. Prior to the meeting during which amendments to the Bylaws are being voted, a copy of the Bylaw provisions showing the proposed changes will be provided to any member who requests a copy and arranges to get the copy from the Association's office. If the Board determines, it may provide a copy of the entire current and proposed Bylaws in cases where changes are extensive.

11.07 Fiscal Year

The fiscal year for the Association will be January 1 through December 31.

11.08 Audit

The Association shall have an annual internal audit by the Finance Committee in accordance with direction from the Board to be completed by April 30th of each year for the previous fiscal year.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of the Parker County Fine Arts Association at its meeting in October of 2021.

Tyler Burden
Secretary