

BYLAWS OF BHS THEATER GUILD

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be BHS Theater Guild. It shall be a nonprofit organization incorporated under the laws of the State of South Carolina.

Section 2 – Purpose: BHS Theater Guild is organized exclusively for charitable and education purposes.

The purpose of this corporation is:

- To support the operations of the Beaufort High School Theater Department; and
- To help promote an anti-bullying message as expressed via the Theater Department's original plays.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility for membership: Application for voting membership shall be open to any current resident of Beaufort County that supports the purpose statement in Article I, section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 – Annual Dues: The amount required for annual dues shall be \$20 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 – Rights of members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

ARTICLE III – MEETING OF MEMBERS

Section 1 – Annual meetings: An annual meeting of the members shall take place in the month of April, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2 — Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 3 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

Section 4 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board of Directors shall have all the power and authority granted by South Carolina law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the Corporation. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 12, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 — Designated Director: The chair of the Beaufort High School Theater Department is automatically a designated director of the corporation. The designated director is not eligible to serve on the executive committee but otherwise has the same authority as any directors.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to two consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written or email notice at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. Elections to the board are staggered. Annual Meetings held on even year will elect Group A directors while odd years will elect Group B directors.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 5 available positions each year.

Section 6 — Quorum: A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass.

Section 7 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 8 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V - OFFICERS

Section 1 — Officers and Duties: There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer

Section 2 – President: Unless otherwise determined by the Board of Directors, the President shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the Corporation. In the exercise of these duties and subject to the limitations of the laws of South Carolina, these By-Laws and the actions of the Board of Directors, he/she may appoint, suspend, and discharge employees and agents and shall preside at all meetings of the Board of Directors. He/she shall also do and perform such other duties as from time to time may be assigned by the Board of Directors. Unless otherwise determined by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the Corporation may hold stock.

Section 2 – Secretary: Unless otherwise determined by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors, and all committees in books provided for that purpose, and shall attend to the giving and serving of all notices for the Corporation. He or she shall have charge of the corporate seal, and other such books and papers as the Board of Directors may direct and shall perform all other duties ordinarily incident to the office of Secretary. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

Section 3 – Treasurer: Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the Corporation. When necessary or proper, unless otherwise ordered by the Board of Directors, he shall endorse for collection on behalf of the Corporation checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such books or depositories as the board of Directors may designate and shall sign all receipts and vouchers for payments made to the Corporation. He/she shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct. He shall enter regularly, in books of the Corporation to be kept by him for the purpose, full and accurate account of all moneys received and paid by him on account of the Corporation. Whenever required by the Board of Directors, he/she shall render a statement of the financial condition of the Corporation. He/she shall at all reasonable times exhibit his books and accounts to any Director of the Corporation, upon application at the office of the Corporation during business hours.

Section 4 – Vice-President: Unless otherwise determined by the Board of Directors, each Vice President and each assistant office shall have the powers and perform the duties of his respective superior officer. Vice Presidents and assistant officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officer in his absence or upon his disability or when so directed by such superior officer or by the Board of Directors. The President shall be the superior officer of the Vice Presidents.

Section 5 - Delegation of Office: The Board of Directors may delegate the powers or duties of any officer of the Corporation to any other officer or to any Director from time to time.

ARTICLE VI - COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income,

expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VII - CONFLICT OF INTEREST

Section 1 – Conflict of Interest Policy: The Corporation will have in place a conflict of interest policy which shall be adhered to.

Section 2 – Changes and amendments: Changes to the conflict of interest policy must be ratified by the majority of the board of directors of the corporation.

ARTICLE IX - CONTRACTS

Section 1 – Contracts: The Board of Directors of the Corporation or their authorized delegate is the sole authority over legally binding agreements or contracts between the Corporation and any individual, organization or government entity.

ARTICLE X - POLICIES & PROCEDURES

Section 1 – Policies & Procedures: The Board of Directors shall from time to time establish policies and operating procedures relative to the conduct of business related to these Bylaws, to amendments to these Bylaws, and to resolutions and other actions that the board may take that will require sustained activity by the organization. Correspondingly the board shall direct the Chief Executive Officer to develop administrative procedures to ensure that all laws, regulations, rules, and policies and other edicts issued by the board are supported within the day to day operations of the organization.

ARTICLE XI - LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS.

Section 1 – Indemnification: Directors of the Corporation shall be indemnified to the extent allowable under South Carolina non profit corporation law.

ARTICLE XII – DIRECTOR’S LIABILITY

Section 1 – Director’s Liability: No Director of the corporation shall be personally liable for debts, liabilities, and other obligations of the corporation.

ARTICLE XIII - FISCAL YEAR

Section 1 – Fiscal Year: The fiscal year of BHS Theater Guild is July 1st to June 30th.

ARTICLE XIV - RECORDS

Section 1 – Records: The organization shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The organization shall also maintain accounting records, and an accurate and current record of its board members.

Section 2 – Availability: All records of the Corporation including books, accounts, records, minutes, letters, memoranda, documents, checks, vouchers, telegrams, articles, Bylaws and any and all other records that may be deemed necessary in the operation of the organization shall be available for review or copying to the Attorney General of South Carolina or to a duly designated representative of the federal government upon written request from the investigating entity to the President or to the Board Chairman.

Section 3 - Permanent Records: The articles of incorporation, restated articles of incorporation and all amendments to them currently in effect, resolutions adopted by the board of directors relating to the characteristics, qualifications, rights limitations, and obligations of board members, the minutes of all meetings of the board and a record of all actions approved by the board for the past three years, all written communications to the board within the past three years, including the financial statements for the past three years and the most recent report of each type required to be filed by the organization with the Secretary of State shall be maintained as permanent records of the Corporation at its principle office.

Section 4 - Public Inspection: Records of the Corporation that must be available to the public either under federal or state law during normal office hours shall be held at the Corporation's principle office.

ARTICLE XV – AMENDMENTS

Section 1 – Power: The Directors of the Corporation shall have the power to alter, amend, or repeal these By-Laws by a majority of those voting, at any regular or special meeting, duly convened after notice to the Directors of such purpose.

Section 2 – Notice: Thirty (30) days notice to Directors of the meeting in which an amendment is to be approved must be given and the notice is required to state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contains or is accompanied by a copy or summary of the amendment or states the general nature of the amendment.

ARTICLE XVI - DISSOLUTION

Section 1 – Dissolution: In the event of dissolution, assets of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be then allocated, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which were organized and operated exclusively for such purposes.

CERTIFICATION

These bylaws were originally approved at a meeting of the board of directors by a two-thirds majority vote on June 5, 2013.

They were revised to change Article III Section 1 to hold annual meeting in April. Changes were approved at a meeting of the board of directors by a two-thirds majority vote on July 8, 2013

Secretary

Date