

Adopted by Permian Playhouse Board on 31 January 2019

**BYLAWS FOR
ODESSA'S COMMUNITY THEATRE,
a TEXAS NONPROFIT CORPORATION**

ARTICLE I

In accordance with the Articles of Incorporation, the name of this corporation shall be the
Permian Playhouse of Odessa, Inc.

These bylaws constitute the code of rules adopted by the *Permian Playhouse of Odessa, Inc.* for the regulation and management of its affairs.

ARTICLE II

Purpose

The Permian Playhouse is dedicated to providing the community with high quality, culturally-diverse, theatrical experiences and educational programs for children, adolescents, and adults. To that end, the purpose of the organization shall be:

- To share in providing the community with a year-round schedule of live theatre produced to serve the cultural, educational and entertainment needs of the community.
- To welcome and provide an educational opportunity for all volunteers interested in the theatre arts to participate in the many activities of community theatre.

ARTICLE III

Board of Directors

(A) Powers

The Board of Directors (Board) of this Corporation is vested with the governance of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(B) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

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(C) Number of Directors

The Board of Directors will consist of not less than seven (7) nor more than fifteen (15) Directors.

(D) Term of Directors

1. The Directors shall serve for a term of three years.
2. Directors may serve two (2) consecutive terms.
3. After two (2) consecutive terms an individual must take a minimum of a year before serving as a Director again.

(E) Election of Directors

Elections for Directors filling expired terms shall be held at the annual meeting of the membership each year.

(F) Staggered Terms

There shall be staggered terms of office for Directors so that one-third of the directorships on term one and one-third of the directorships on term two 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). Board members and term information shall be kept on Appendix 1 – Board Terms

(G) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(H) Removal

Any Director may be removed, at any time, by a majority vote of the entire Board of Directors, at a Regular or 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.

(I) Vacancies

Vacancies shall be filled by majority vote of the Board of Directors. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(J) Compensation

Directors shall not receive any salaries or other compensation for their services as board members, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

(A) Executive Committee

1. The officers of the corporation shall be: President, Vice President, Secretary, Treasurer, and Fundraiser Chair. These officers shall constitute the executive committee.
2. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors 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 Corporation.
3. 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.

(B) Standing Committees

1. The Corporation shall have three standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Finance Committee, the Fundraising Committee, and the Play Selection & Production Committee.
2. The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least three Directors as members, and the Directors must comprise a majority of the committee membership. Employees of the Corporation and members of the community may also be appointed to serve as committee members.
3. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval.
4. The Treasurer of the Corporation shall serve as the Chair of the Finance Committee.
5. The Fundraiser Chair of the Corporation shall serve as the Chair of the Fundraising Committee.
6. The Production Chair shall serve as the Production Chair.
7. All other committee chairs shall be elected by a majority vote.
8. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.
9. Committee Responsibilities
 - a) The ***Finance Committee*** shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors. The Finance Committee shall consist of the treasurer and a minimum of three members of the Board of Directors.
 - b) The ***Fundraising Committee*** shall be responsible for fundraising and capital campaigns, public relations, maintaining the visibility of the corporation, and governmental relations.

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- c) The ***Production Committee*** shall continuously study the needs and desires of the community to determine and select appropriate stage productions, and shall be responsible for presenting production budgets to the Board.
- d) All committee personnel information shall be kept in Appendix 2 – Personnel

(C) Additional Committees

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

ARTICLE V
Board Meetings

(A) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at the Permian Playhouse, or at any other place that the President may designate, with the consent of a majority of the Board of Directors.

(B) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held each month, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

(C) Notice of Board Meetings

1. Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than *FIVE* days notice prior to the meeting.
2. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than *THREE* days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a *SEVEN* day written notice by mail or facsimile shall be required specifying the proposed amendment.

(D) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors 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.

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(E) Quorum

1. A quorum is not needed to conduct business at a regular scheduled meeting.
2. 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.
3. A simple majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a special meeting.

(F) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, either physically or electronically, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(G) Open Meetings

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

(H) Proxy Voting Prohibited

Proxy voting is not permitted.

ARTICLE VI
Officers

(A) Roster of Officers

1. The Corporation shall have a President, Vice President, Secretary, Treasurer, and Fundraising Chair.
2. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed or elected by the Directors.

(B) Election and Removal of Officers

1. All officers shall serve one-year terms.
2. The election shall be conducted at the Board of Directors' final meeting of each year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter.
3. Officers shall remain in office until their successors have been selected.
4. The election of officers shall be by majority vote of the Board of Directors attending the meeting.
5. Elected officers unwilling or unable to fulfill their duties as prescribed may be replaced by a majority vote of the Board of Directors.

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(C) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(D) President

1. The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given him or her by the Board of Directors.
2. 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 of Directors. The President shall preside at all meetings of the Membership, Board of Directors and the Executive Committee, and shall exercise parliamentary control in accordance with *Roberts Rules of Order*.
3. The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
4. The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.
5. The President shall present the Annual Report to the Membership.

(E) Vice President

1. 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.
2. The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(F) Secretary

1. 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.
2. The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
3. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation. All minutes will be presented to the President and available to the Board of Directors *within three business days* of any and all regular and special board meetings.
4. The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
5. The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.

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6. The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
7. The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
8. 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.

(G) Treasurer

1. The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, 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 of Directors.
2. The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
3. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
4. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
5. The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
6. The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

(H) Fundraising Chair

1. The Fundraising Chair shall work be the head of the Fundraising committee.
2. The Fundraising Chair works with the Fundraising Committee to plan and organize fundraising activities
3. The Fundraising Chair focuses on raising the amount of funds needed to meet the budget.
4. The Fundraising Chair presents reports on proposed fundraising activities at board and meetings for approval.

ARTICLE VII
Members

(A) Eligibility

1. Any adult person who is interested in the purposes and objectives of the corporation may become a voting member of the corporation upon payment of the annual membership fee determined by the Board of Directors.
2. The Board of Directors may, at their discretion, accept the donation and/or loan of land, buildings, merchandise, goods or services in lieu of cash as payment for any membership.

(B) Rights of Members

1. Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. All memberships count for one vote regardless of size or the number of persons sharing a single membership.
2. No votes shall be made by proxy.
3. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution.
4. The Board of Directors 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:
 - a) dissolution of the corporation
 - b) merger or consolidation with another corporation
 - c) sale of substantially all the corporation's assets
 - d) amendments to the corporation's certificate of formation.

(C) How the Membership Can Legally Act

1. The membership may act only at a properly called meeting of the membership where a quorum is present.
2. The voting members present at any meeting shall constitute a quorum for transaction of business provided that a majority of the Executive Committee is present.
3. 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:
 - a) dissolution of the corporation
 - b) merger or consolidation with another corporation
 - c) sale of substantially all the corporation's assets
 - d) amendments to the corporation's certificate of formation

(D) Annual Membership Meetings

1. The annual meeting of the membership of the corporation shall take place in January of the year following the fiscal year, which shall be January 1 through December 31.
2. The Executive Committee shall determine the time and place of such annual meeting, and written notice stating the time and place of such meeting shall be mailed (or emailed) to all voting members not less than ten days prior to the date of such meeting.
3. The agenda shall be closed and shall exclusively include:
 - a) Any proposed amendments or resolutions submitted to the Board of Directors or by any five members.
 - b) Election of members to Board of Directors.
 - c) Annual reports.
4. Annual reports are to be presented to the members and directors that contain the following information, in appropriate detail, for the fiscal year:
 - a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - b) The principal changes in assets and liabilities, including trust funds.
 - c) The revenue or receipts of the corporation both unrestricted and restricted to particular expenses.
 - d) The expenses or disbursements of the corporation for both general and restricted purposes.

(E) Notice of Regular Membership Meetings

1. Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 20 calendar days before the date that such a meeting is to be held.
2. Such written notice shall be delivered by mail, electronic mail, in person, or by facsimile, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, church bulletins, or such additional means as the Board of Directors shall deem effective.

(F) Special Membership Meetings

1. Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of 25 or more voting members of the Corporation.
2. Said written request shall be presented to the Secretary of the corporation not less than fifteen (15) days prior to the date of such meeting, and written notice shall be given as provided for herein.

(G) Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called, and no other business may be introduced or discuss.

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(H) Enrollment of Members

Members are enrolled upon purchase of a season membership. Membership shall last from the day of purchase through December 31st of the membership year.

(I) Life Membership

The Board of Directors may confer honorary, non-voting membership by a two-thirds vote of the Board of Directors at any regular or special meeting.

ARTICLE VIII
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by *Robert's Rules of Parliamentary Procedure* unless otherwise provided herein.

ARTICLE IX
Executive Director

- (A)** The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to be responsible for the daily management and operation of the Permian Playhouse of Odessa, Inc., and all duties commiserate with such responsibilities.
- (B)** The Executive Director shall be paid an annual salary set by the Board of Directors.
- (C)** Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the daily business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.
- (D)** The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws.
- (E)** The Executive Director shall oversee the employees and volunteers of the organization.
- (F)** The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

ARTICLE X
Indemnification

(A) Insurance

The Corporation, at the discretion of the Board of Directors, may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(B) 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 Corporation shall be indemnified by the Corporation 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.

(C) Limits on Indemnification

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

(A) Execution of Documents

Unless specifically authorized by the Board of Directors 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 Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

(B) Disbursement of Funds

1. Financial Transactions which have a value of \$5000.00 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction.
2. In all other transactions, the Executive Director and/or the designee of the Board of Directors may dispense the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws.
3. All checks disbursing funds in excess of \$5,000.00 from any of the Corporation's accounts shall require the signatures of at least two of the following: the Executive Director, President, Vice President, Secretary, Treasurer, or Fundraising Chair.

(C) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation 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 Corporation, and a membership roster giving the names and addresses of all members of the Corporation.

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(D) Inspection of Books and Records

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

(E) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(F) Operating Procedures

1. The Board of the Directors shall create, maintain, and abolish operating procedures, as needed to help define, organize, and execute the business of corporation.

(G) Amendments

1. The Certificate of Formation may be amended by a vote of two-thirds of the membership at the annual meeting.
2. The bylaws may be amended by a two-thirds vote of the membership at the annual meeting.
3. Operating Procedures may be amended at any time by a majority vote of the Board of Directors.
4. Appendix 1 of these bylaws may only be updated as board members come on and off the board.
5. All other Appendices of these bylaws may be amended at any time by a majority vote of the Board of Directors.

(H) Fiscal Year

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

(I) Audit

The Corporation shall have an annual audit to be completed January 31st of each year for the previous fiscal year.

ARTICLE XII

Dissolution

Provided that the Corporation should dissolve, in such event, assets, any monies accumulated (if any) and all property (real or chattel) shall be transferred by the then existing governing body to other organization of like nature or functions qualified as charitable organization under Section 501(C)(3) Internal Revenue Code of 1986, as amended, and such transfer shall be, in all respects, gratuitous.

These Bylaws, adopted unanimously by the Board of Directors of the Permian Playhouse on January 31st, 2019, replace and supersede all previous such documents.