

BYLAWS
OF
CHERRY HILL EAST THEATRE BOOSTERS, INC.

Revisions Adopted September, 2015

These Bylaws largely establish detailed governance, management, and policies that the Board concludes are necessary for Theatre Boosters to apply for nonprofit status with the US Internal Revenue Service pursuant to Section 501(c)(3) of the Internal Revenue Code.

Article I ∞ Location

Cherry Hill East Theatre Boosters, Inc. (Theatre Boosters) is located at Cherry Hill High School East. Its mailing address is 1750 Kresson Road, Cherry Hill, New Jersey 08003.

Article II ∞ Statements of Mission, Goals, Policies and Legal Status

Section 1: Statement of Mission

To increase support for a high quality theater program at Cherry Hill High School East, herein referred to as “the school”.

Section 2: Statement of Goals

- To assist the school Theater Department in ways recommended by it, by specifically giving financial aid in areas dealing with equipment, costuming, training, rehearsal support, publicity, theater facilities, and individual student recognition and scholarship, as funds may allow.
- To keep parents of participating students informed in a timely manner about theater department programs and activities.
- To work with the school administrators and the Cherry Hill Board of Education. To work with other school-based groups as the opportunity or necessity arises.
- To provide community support as the opportunity may allow.

Section 3: Policies

All policies adopted by the Board of Directors must be consistent with Theatre Boosters’ mission and goals.

Section 4: Exempt Status

Notwithstanding any other provision of these articles, Theatre Boosters shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article III ∞ Membership

Section 1: Membership Qualifications

The membership of Theatre Boosters shall consist of all dues paying adults who are willing to help promote and support the mission and goals set forth in Article II of these Bylaws, excluding anyone found in violation of these Bylaws.

Section 2: Membership Status

Any adult paying an annual membership fee shall be entitled to a vote.

Article IV ∞ Membership Meetings

Section 1: Semi-annual Membership Meetings

The first semi-annual meeting of the Membership shall be held between September 1 and October 1 of each academic year for the purpose of discussing and voting on the proposed

budget. The second semi-annual meeting of the Membership shall be held between April 1 and June 1 for the purpose of electing directors, receiving any and all annual reports, and to conduct all other necessary business to conclude the academic year and begin the transition to the newly elected Board. Notice of each meeting shall be sent to the Membership via email by the Corresponding Secretary pursuant to the official membership list no later than one week prior to the meeting. Notice of the meeting shall also be posted at the same time on a Theatre Booster website that is known and accessible to all Members. Notice of any cancellation shall be posted no later than 48-hours prior to the meeting, absent good cause.

Section 2: Other Meetings

Any other meetings require one week notice to be sent to the Membership. Notice of cancellation shall be posted no later than 24 hours prior, absent good cause. Notice of meetings and cancellation shall be done as specified in Article IV, Section 1 above.

Section 3: Quorum

Ten (10) Members, including any Board Members in attendance, shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 4: Voting Method

The Membership shall make decisions by majority vote except where otherwise required by the Bylaws.

Article V ∞ Board of Directors

Section 1: Rights and Duties of the Board to Establish Policies and Committees

The Board of Directors may establish such policies as it deems proper, consistent with these Bylaws, the Articles of Incorporation, and New Jersey law. If the Board of Directors establishes policies, they must publish them in writing to the Members. The Board of Directors may establish committees, and if so established, shall appoint a Director-liaison for each committee.

Section 2: Election

Between January 15 and March 15 of each year, the President shall select a nominating committee consisting of three members who are not themselves seeking election. The three members of the nominating committee should be representative of all grade levels. If the president is seeking election, the next ranking Board of Director who is not seeking election shall instead select the members of the nominating committee. The nominating committee's role is to identify and solicit interested candidates and to present a list of all those interested and the office(s) for which they would like to run to the Membership on a ballot via email and on the Theatre Booster's website one week prior to the second semi-annual meeting. It is not the nominating committee's role to select one candidate over another. All eligible Members may seek election. Nominations may be made from the floor and Members may nominate themselves at the semi-annual "election" meeting. The Membership then votes at that meeting, one vote per membership per position. Board

members shall be elected by a plurality of the votes cast. Cumulative voting is not permitted.

Section 3: Number, Term of Office, Term Limits

The Board consists of seven Members who serve for a one year term. No Member may serve more than two consecutive years on the Board of Directors.

Section 4: Eligibility for Office

To be eligible for election to the Board, candidates must be in agreement with and supportive of the Theatre Boosters mission and goals. All Members are eligible. Eligibility does not depend on having a child enrolled in the school Theater program.

Section 5: Removal of a Director from Office

Removal from office shall be by one of two methods. In all cases, the Director whose removal is under consideration shall have a vote:

- a. By a Motion made by two Directors, in writing. The Director up for removal shall be given two weeks to respond. An investigation shall be undertaken by the Board of Directors. Within two weeks after the due date for any response and upon completion of the investigation, the Board of Directors will hold a meeting and a vote. A vote of the majority of all Directors shall be required to remove the Director from office.
- b. By a Petition signed by at least ½ of the eligible Membership presented to the Board of Directors. The Director up for removal shall be given two weeks from receipt of the Petition to send a written response to the petitioning members and the Board of Directors. An investigation shall be undertaken by the Board of Directors. Within two weeks after the due date for any response, the Board of Directors will hold a vote. A vote of the majority of all Directors shall be required to remove the Director from office.

Section 6: Vacancies on the Board of Directors

The Board of Directors shall have the power to appoint interim officers in the event of a vacancy in office. All Members shall be notified of the vacancy and eligible Members shall be permitted to submit their name for consideration. Vacancies on the board shall then be filled by vote of the remaining Directors for the duration of the vacant term or for a shorter term if the Directors call a special election by which the Members vote for the replacement. If the vacancy occurs before December 1, the Directors shall call a special election, using an abbreviated time for the completion of the regular procedures set forth in Article V, Section 2.

Section 7: Notice, Meetings, and Minutes of Meetings of the Board of Directors

The Board of Directors shall meet a minimum of two times per year. The Board may decide the time and place for holding regularly scheduled board meetings, eliminating the requirement of subsequent notice. Any two Directors may call special meetings of the Board, and written notice shall be provided to each Director not fewer than five days prior to the meeting unless notice is waived by the Directors. Minutes of all Board of Directors'

meetings shall be maintained and provided to the Members by the Recording Secretary upon request.

Section 8: Quorum

A majority of the Board of Directors (four) shall constitute a quorum for the transaction of business at any board meeting. Board attendance by phone shall be allowed except where the Board meeting is in advance designated by the Board as “in-person attendance only” and for which there is reasonable reason for such designation.

Section 9: Voting Method

The board shall make decisions by majority vote except where otherwise required by the Bylaws

Section 10: Proxy Voting

Proxy voting shall not be permitted.

Article VI  Rights and Duties of the Officers

Section 1: Officers are the Board of Directors

The officers are the Board of Directors and shall consist of a President, Vice President–Fundraising, Vice President–Operations, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian.

Section 2: Term of Office

Terms of office shall begin with the fiscal year and shall run from July 1st of each year to June 30 of the following year.

Section 3: President

The President shall be the official spokesperson of Theatre Boosters and shall be responsible for overseeing the smooth and fair operations of Theatre Boosters. The President shall direct that communication is maintained with the Theater Department, the School Administration, and the public-at-large. The President shall preside over all meetings of the Theatre Boosters and the Board. The President may send out meeting notices at the request of the Corresponding Secretary if the Corresponding Secretary is unable to do so. The President shall perform any other duties given to this office.

Section 4: Vice President–Fundraising

The Vice President of Fundraising shall, in the absence or inability of the President, perform the duties pertaining to that office together with the Vice President of Operations. The Vice President of Fundraising shall organize Booster volunteers who will work to obtain financial support for Theatre Boosters by soliciting donations and organizing and running fundraising events. The Vice President of Fundraising shall assist the Vice President of Operations where needed. The Vice President of Fundraising may perform other duties as may be requested by the Board.

Section 5: Vice President–Operations

The Vice President of Operations shall, in the absence or inability of the President, perform the duties pertaining to that office together with the Vice President of Fundraising. The Vice President of Operations shall be in charge of the planning of Theatre Booster activities that support the Theatre Department events and the participating students. The Vice President of Operations shall assist the Vice President of Fundraising where needed. The Vice President of Operations may perform other duties as may be requested by the Board.

Section 6: Recording Secretary

The Recording Secretary shall keep an official record of all documents and records pertaining to the proceedings of all Membership and Board of Directors meetings and shall submit the minutes of the membership meetings to the Corresponding Secretary to disperse to the Membership. The Recording Secretary shall provide Board Meeting minutes to Members upon request. These Bylaws, all established policies, and all minutes shall be archived and maintained in an electronic storage location by the Recording Secretary for the use of all future Boards of Directors.

Section 7: Corresponding Secretary

The Corresponding Secretary shall be responsible for the receipt and distribution of all correspondence and official notices of Theatre Boosters as directed by the President and the Board; shall send out all official notices including notices of semi-annual Membership Meetings and any other scheduled meetings to which Members are invited; shall send to the Directors notice of any Directors-only meetings; shall post these Bylaws, all established policies, and notices on the Theatre Booster website ; shall send notes and other courtesy messages as appropriate; shall maintain a non-profit mailing permit. In addition, a current Membership roster with contact information shall be updated and kept on record.

Section 8: Treasurer

The Treasurer shall prepare an annual budget to be reviewed and approved by the Board of Directors and Members at the semi-annual Membership meeting held between September 1 and October 1. The Treasurer shall report on income and expenditures at all regularly scheduled meetings of the Directors and all regularly scheduled meetings of the Members. The Treasurer shall also receive and disburse all funds of the Theatre Boosters; shall ensure that no cash funds will be tallied unless at least two Members or any two Directors are present; shall deposit all monies collected by Theatre Boosters in such bank as may be directed by the Board; shall make disbursements; shall present a monthly financial statement to the Board and Membership. The Treasurer and/or President shall provide a copy of the Exempt Organization Certificate Form ST-5 (sales tax exemption form) to members who will be making purchases for the organization. An audit of the Treasurer's records shall be conducted annually as set forth in Article IX Section 5 b. All Directors have the right and duty to inspect the financial records of Theatre Boosters on a regular basis, and the Treasurer shall make the financial records available to any Director who requests them.

Section 9: Parliamentarian

The Parliamentarian shall have available at all meetings a copy of the Bylaws, recording all changes at the time that they are made with the date of changes made. Prior to the semi-annual Membership Meeting at the beginning of the academic year, the Parliamentarian shall work with the President and Recording Secretary to ensure that all Directors have a copy of the Bylaws and understand its contents and requirements. The Parliamentarian shall make recommendations of Bylaw revisions as necessary or prudent. The Parliamentarian shall automatically initiate a review of the Bylaws for possible revisions on odd years, commencing in May of 2017.

Section 10: Transfer of Documents

Outgoing Directors shall transfer the records, documents, and correspondence pertaining to their respective offices to their successors by the date that their terms of office expire. The Recording Secretary shall determine which of these records are non-current and are to be archived.

Article VII ☞ Committees

Section 1: Appointed Committees

The President, with the approval of a majority of the Board of Directors, shall appoint committee chairpersons as needed.

Section 2: Transferring Documents

Committee Chairs shall transfer to their successors or to a Director the pertinent financial records, organizational documents and contact information pertaining to the committee work.

Article VIII ☞ Dues

Section 1: Dues Period

The Theatre Boosters membership shall run from September 1st of each year to August 31st of the following year.

Section 2: Annual Dues

Dues are set by the Board with the approval of the Membership.

Article IX ☞ Fiscal Management

Section 1: Fiscal Year

The fiscal year shall run from July 1st of each year to June 30th of the following year.

Section 2: Expenditures

Theatre Boosters will use diligence to end the fiscal year with the cash ending balance as stated in the annual budget. Any off-budget expenditure greater than \$100.00 must be approved by the majority of the Board of Directors.

Section 3: Loans and Indebtedness

No loans or other forms of indebtedness shall be contracted on behalf of Theatre Boosters unless authorized by a resolution of the Directors.

Section 4: Books and Records

Theatre Boosters shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board of Directors and Membership.

Section 5: Financial Policies

- a. All checks drawn on Theatre Booster accounts shall require two signatures. The President, Corresponding Secretary and Treasurer shall be the authorized signers and the signatures of any two of these officers is required.
- b. An internal audit of the Treasurer's records shall be conducted by the Members by August 31 of each year. The internal audit will be conducted by three Members who are not on the Board of Directors. Alternatively, if it is not possible to find three non-board members to conduct the annual audit, a member(s) of the Board of Directors who does not have check signing authority may participate in carrying out the audit.

Article X Conflict of Interest

Section 1: Conflict of Interest

A Director shall disclose to the Board of Directors any material personal or financial interest which the Director directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board of Directors. If such a conflict of interest exists, the interested Director shall abstain from voting on the transaction. Although the Director may not vote, that Director's presence may still be counted in determining whether a quorum is present for purposes of these Bylaws.

Section 2: Approval of Conflict of Interest Transactions

The existence of one Board Member's conflict of interest does not prohibit the Board of Directors from transacting with that vendor or other party. Under certain conditions, a transaction in which a Director has a conflict of interest may be approved:

- a. In advance by the vote of the Board of Directors or a committee of the Board if:
 - (i) the material facts of the transaction are disclosed or known to the Board or committee of the Board; and
 - (ii) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to Theatre Boosters; or
- b. Before or after the transaction is consummated by obtaining approval of:
 - (i) the attorney general; or
 - (ii) a state district court in any action in which the attorney general is joined as a party.

Section 3: Review of Certain Transactions

Prior to Theatre Boosters entering into any compensation agreement, contract for goods or services, or any other transaction with any person who was, at any time during the five-year period preceding the transaction, in a position to exercise substantial influence

over the affairs of the organization (a “disqualified person”), the Board of Directors shall take the following precautions to ensure that the transaction is reasonable for purposes of Section 4958 of the Internal Revenue Code of 1986, as amended:

- a. The Director with the potential conflict shall abstain on any vote on the transaction, provided, however, that unless asked otherwise, the Director may be present during discussions about the potential transaction and may provide background information, explanations, and answers to questions;
- b. The Board of Directors shall compare pricing to ensure that the proposed transaction is reasonable; and
- c. The Board of Directors shall set forth in the minutes of the meeting approving the transaction the steps that the Board took for its determination that the compensation was fair and reasonable.

Article XI ☞ Code of Ethics

Section 1: Statement of Values

Providing support for the school’s Theater Department and cultural programs; Commitment to the public good; Accountability to the public and the Membership; Commitment to the law; Respect for the worth and dignity of all individuals; Inclusiveness and social justice; Respect for pluralism and diversity; Transparency, integrity and honesty; Responsible stewardship of resources; and, Commitment to excellence, professionalism and to maintaining the public trust.

Section 2: Personal and Professional Integrity

All Board of Directors and Members of Theatre Boosters shall act with respect, fairness, integrity, honesty and transparency in all their dealings as representatives of the organization.

Section 3: Commitment to the Mission

Theatre Boosters has a clearly stated mission and purpose. All of its programs support that mission and all who work for or on behalf of Theatre Boosters shall act in accordance with that mission and purpose.

Section 4: Understanding These Bylaws

It is the responsibility and duty of the Board of Directors, as the governing body of Theatre Boosters, to have a thorough knowledge and understanding of the Bylaws and their fiduciary duty thereunder sufficient to carry out the mission and goals of Theatre Boosters.

Section 5: Responsible Stewardship

The Board of Directors shall carry out all spending practices and policies in an equitable, reasonable, prudent and appropriate manner and provide all members with information about the use of Theatre Booster funds. Spending practices shall be in support of the mission and goals of Theatre Boosters.

Section 6: Legal Compliance

The Boards of Directors of Theatre Boosters will always strive to be knowledgeable of and compliant with all applicable laws and regulations.

Section 7: Openness and Disclosure

The Board of Directors of Theatre Boosters shall provide comprehensive and timely information to reasonable requests for information. Basic informational data about Theatre Boosters, including IRS Form 990, Form 1023 (Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code), Reviews and Compilations, and audited financial statements, if any, shall be available to the public. All solicitation materials shall accurately represent Theatre Booster policies and practices. All financial, organizational, and program reports shall be complete and accurate in all material respects.

Section 8: Fundraising

Theatre Boosters shall provide truthful, accurate and relevant information to the public and other potential donors when soliciting donations. Theatre Boosters shall respect the privacy concerns of individual donors and shall expend funds consistent with donor intent. In soliciting potential donors, Theatre Boosters shall provide information consistent with Article XI, Section 7 above.

XII Whistle Blower Policy

Consistent with Article XI, Code of Ethics, set forth above, Theatre Boosters requires Directors to observe high standards of business and personal ethics in the performance of their duties and responsibilities.

Section 1: Reporting Responsibility

It is the responsibility of all Directors to comply and to report violations or suspected violations in accordance with this Whistleblower Policy.

Section 2: No Retaliation

No Director or Member, who in good faith reports a suspected violation of these Bylaws shall suffer harassment, retaliation or adverse membership consequence. A Member who retaliates against someone who has reported a violation in good faith is subject to a termination of membership. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within Theatre Boosters prior to seeking resolution outside Theatre Boosters unless the matter is of the nature that would otherwise suggest or require resolution outside Theatre Boosters (for example: involves a violation of law or of school policies).

Section 3: Reporting Concerns

Members with concerns, complaints, or suggestions about Theatre Booster activities or about Directors are encouraged to share them with someone who can address them properly. In most cases, a Director is in the best position to address an area of concern. Members may decide to request that the Board of Directors commence an investigation outlined below. Directors are required to report and investigate all reported violations of

these Bylaws that involve a breach of fiduciary duties including financial irregularities or the harassment or intimidation of Members related to Theatre Booster activities.

Section 4: Investigating and Resolving Violations

The President is responsible for commencing an investigation of any reported complaint concerning a violation of these Bylaws, specifically that of Article XI, Code of Ethics, whether it be the alleged violation of a Member or that of a Director while acting on behalf of Theatre Boosters. The President must commence the investigation or delegate the commencement of an investigation within two weeks of receiving the complaint or face charges of breach of fiduciary duty. If the complaint is about actions of the President, the next ranking officer shall commence the investigation unless that ranking officer is also included in any allegations.

Section 5: Handling of Reported Violations

Within five business days of receipt of the complaint, the Director leading the investigation shall acknowledge receipt of the complaint and notify the person against whom the complaint was made, both in writing. The notice will point to the specific actions and the section(s) of these Bylaws that have allegedly been violated. The person against whom the complaint was made will have two weeks within which to respond. After the two weeks, the Board will meet to vote as to the proper resolution of the complaint. If the person against whom the complaint was made is found to be in violation of these Bylaws, the Board may vote to revoke membership or committee membership, and, in the case of a Board Member, vote to remove such person from office and to revoke membership. Majority vote is needed to revoke a Member's membership. Three (3) votes are sufficient to remove and revoke membership of a Board member.

Section 6: Acting in Good Faith

Any Member or Director filing a complaint concerning a violation or suspected violation of these Bylaws must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation of these Bylaws. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious offense and may result in the termination of Membership or, in the case of a Director, may be cause for removal from office and possible termination of Membership.

Section 7: Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Sensitive information about students pertaining to any complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Article XIII ☞ Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors upon:

- a. a majority vote of the Membership at any regular or special meeting where notice of the proposed changes and the proposed language is provided to the Members via email at least one week in advance of the meeting; or
- b. upon a supermajority vote of the Board of Directors (requiring a minimum of 5 of 7 votes) at any regular or special meeting of the Board where notice of the proposed changes and the proposed language is provided to the Directors at least one week in advance of the meeting.

Article XIV ☞ Dissolution

In the event of the dissolution of Theatre Boosters, the Membership shall, after all obligations have been paid, transfer the assets of Theatre Boosters to another non-profit organization having similar purposes as Theatre Boosters and in accord with the Articles of Incorporation. Dissolution of Theatre Boosters shall be accomplished pursuant to New Jersey Law.