

# Texas Theatre Adjudicators and Officials (TTAO)

## By-Laws

(Revised 1/13/2015 2:12 PM)

### Article I: Name

This organization shall be known as the Texas Theatre Adjudicators and Officials: henceforth referred to in these By-Laws as TTAO.

### Article II: Purpose

The purpose of this organization shall be to provide a group of experienced theatre adjudicators and contest managers for educational theatre competitions in Texas through coordination of appropriate certification and training for new officials as well as to provide ongoing professional development for members as necessary.

### Article III: Membership

**Section 1.** Membership will be made up of active certified adjudicators, active certified contest managers, and emeritus members. The U.I.L. State Theatre Director will serve as the ex-officio non-voting member.

**Section 2.** The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues payable to TTAO by members. Annual dues are payable in advance of the first day of each fiscal year.

### Article IV: Government

The government of the TTAO shall be vested in its Board of Directors and approved by the membership as provided for in these By-Laws.

### Article V: Board of Directors and Terms of Office

**Section 1.** Officers of TTAO shall be a Chair, a Chair-Elect, a Treasurer, a Treasurer- Elect/Historian, a Secretary/Communications, three Director-At-Large Positions and an Immediate Past Chair who shall execute the duties as provided for in the Manual of Operations. Officers are elected for a two-year term and shall not succeed themselves. The UIL State Theatre Director shall serve as an ex-officio non-voting member for a term commensurate with tenure in office.

**Section 2.** If an officer cannot fulfill the term of office, the remaining TTAO officers shall recommend a current or former member of the Standards & Practices Committee to fulfill the vacant office. That recommendation shall be approved by a majority of the Board of Directors.

## **Article VI: Election of Board of Directors**

**Section 1.** The Nominating Committee will present a slate of prospective candidates for the Board of Directors.

**Section 2.** The election of Chair-Elect, Treasurer-Elect/Historian, Secretary/Communications, and three Director-At-Large members shall occur by a vote of TTAO members. Any nominee receiving a majority of the votes cast by the members shall be elected.

**Section 3.** A vote may be called to begin proceedings to remove a Board member upon recommendation of the majority of the remaining Board of Directors or by a vote of 51% of a quorum of members at a regular meeting. A Board member may also be subject to removal at any time by calling a special meeting following the procedures provided in the Manual of Operations for a special meeting of the members of TTAO. The notice of the meeting will state that the issue of possibly removing a board member will be on the agenda. At the special meeting or regular meeting, the board member may present evidence of why she or he should not be removed. Also, at the meeting, TTAO members will consider possible arrangements for resolving the problems that are in the mutual interest of TTAO and the board member. Removal of a Board member requires the affirmative live vote of two-thirds of the TTAO general membership present at the meeting (electronic or proxy votes will not be considered). A quorum must be established to conduct business at either a regular or special meeting.

## **Article VII: Meetings**

**Section 1.** Board of Directors Meetings: The Board of Directors shall meet bi-annually.

**Section 2.** General Membership Meetings: the Board of Directors shall set date, time, and place for the regular meetings of the TTAO.

**Section 3.** Special Meetings: Special Board of Directors meetings may be called by, or at the request of, the Chair, two or more board members, or members having not less than one-tenth of the votes entitled to be cast at the meeting.

**Section 4:** Notice of Meetings: TTAO shall provide written notice of date, time, and place of a meeting of the members of TTAO and, if the meeting is a special meeting, the purpose(s) for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting.

**Section 5:** Quorum: Ten percent of the active membership shall constitute a quorum. Only active members are eligible to vote.

## **Article VIII: Financial Records and Annual Reports**

**Section 1.** (a) TTAO shall maintain current and accurate financial records with complete entries as to each financial transaction of TTAO, including income and expenditures, in accordance with generally accepted accounting principles. (b) Based on the records maintained under Subsection (a), the Treasurer and Treasurer-Elect of TTAO shall annually prepare and the Board of Directors will approve a financial report for TTAO for the preceding year. The report must conform to generally accepted accounting standards:

1. a statement of support, revenue, and expenses
2. a statement of changes in fund balances
3. a statement of functional expenses
4. a balance sheet for each fund

**Section 2.** Availability of Financial Information for Public Inspection. (a) TTAO shall keep records, books, and annual reports of TTAO's financial activity for at least ten years after the close of the fiscal year. (b) TTAO shall make the records, books, and reports available to the public for inspection and copying. TTAO may charge a reasonable fee for preparing a copy of a record or report.

### **Article IX: Application and Distribution of Property**

After all liabilities and obligations of TTAO in the process of winding up are paid, satisfied, and discharged, the property of TTAO shall be applied and distributed as follows: (1) property held by TTAO on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and (2) unless otherwise provided by TTAO's certificate of formation, the remaining property of TTAO shall be distributed to the Texas Educational Theatre Association, Inc.

### **Article X: Recommendations for Amendments to the By-Laws**

Section 1. Recommendations for amending the By-Laws may be made at a regular or special meeting by a two-thirds majority of votes cast. A quorum (10% of membership) must be present at a live meeting and the Board of Directors may choose to conduct an electronic vote requiring two-thirds affirmative response from the active membership for approval. A written copy of the proposed recommendation(s) must be submitted to the membership prior to the live or electronic vote. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting.

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted only by the membership. The notice of any meeting at which these By-Laws are altered, amended, or repealed or by which new By-Laws are adopted will include the text of the proposed By-Law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting.

### **Article XI: Legal Construction**

Miscellaneous provisions: These By-Laws will be construed under Texas Law. All references in these By-Laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

To the greatest extent possible, these By-Laws construed to conform to all legal requirements and all requirements from obtaining and maintains all tax exemptions that may be available to non-profit corporations. If any By-Law provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-Laws will be construed as if they had not included an invalid, illegal or unenforceable provision.