

**AMENDED AND RESTATED BYLAWS OF WICHITA FALLS BACKDOOR PLAYERS, INC.
dba BACKDOOR THEATRE**

A Texas Non-Profit Corporation (Revised February 20, 2024)

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of WICHITA FALLS BACKDOOR PLAYERS, doing business as BACKDOOR THEATRE (hereinafter referred to as "Backdoor Theatre"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non Profit Corporation Act will be controlling.

ARTICLE 1 - PURPOSES, POWERS, OFFICES, NON-MEMBERSHIP ORGANIZATION

1.1 General. The purposes for which Backdoor Theatre is organized are:

1.1.1 Backdoor Theatre is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Specifically, Backdoor Theatre shall be dedicated to providing the community with access to the dramatic and performing arts as defined in more detail in policy and procedure documents.

1.1.2 To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. Backdoor Theatre is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, Backdoor Theatre shall not engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

1.3 Principal Office. Backdoor Theatre's registered office is located at 501 Indiana Street, Wichita Falls, Wichita County, Texas 76301 in accordance with the bylaws of the organization.

1.4 Other Offices. Backdoor Theatre may have such other offices as the Board of Directors may determine or as the affairs of Backdoor Theatre may require from time to time.

1.5 Memberships. In accordance with its Articles of Incorporation, Backdoor Theatre is a non membership organization.

ARTICLE 2 - BOARD OF DIRECTORS

2.1 General Powers and Responsibilities. Backdoor Theatre shall be governed by a Board of Directors ("the Board"), which shall be its chief policy-making body and shall supervise the management of the activities, property, and affairs of Backdoor Theatre. The Board may exercise all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation, or by these Bylaws.

2.1.1 The Board may employ staff directors who will be subject to the control and direction of the Board and the Executive Committee in accordance with the Bylaws, resolutions, budgets, and policies and procedures adopted by the Board. The Board shall have the power to discharge directors if needed. The performance of the directors shall be evaluated by the Board in the last quarter no later than the December Board meeting each calendar year.

2.2 Number and Qualifications. The Board shall have up to twenty (20), but no fewer than five (5) members. The number of Board members may be increased beyond twenty members or decreased to less than five members by the affirmative vote of a majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Texas.

2.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Article 4.9 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the organization in any other capacity and receiving compensation for services rendered.

2.4 Board Elections. Board Chair or a member in a director-level position shall present nominations for new board members as needed at any regular meeting of the Board during the course of the year. New and renewing Board members shall be approved by

a majority of those Board members at a Board meeting at which a quorum is present.

2.5 Term of Board. All appointments to the Board shall be for three-year terms. No person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than seven consecutive years. After serving a total of two terms or two terms and one year, as the case may be, a Board member may be eligible for reconsideration as a Board member after one year has passed since the conclusion of such Board member's service.

2.6 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Chair or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

2.7 Removal. A Board member may be removed at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

2.8 Meetings. The Board's regular meetings will be held no less than six (6) times annually and at a place as shall be determined by the Board. The Chair or any four regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them.

2.9 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings, which shall be delivered to Backdoor Theatre and uploaded to the Backdoor Google Drive.

2.10 Action by Written consent. Actions required or allowed by law to be taken at a board meeting can be executed without convening a physical meeting if written consent is provided by all board members. These consents, specifying the action taken, are recorded in the organization's minute book and carry the same weight as a unanimous vote at a formal meeting, and can be signed electronically.

2.11 Quorum - Manner of Action. At each meeting of the Board or Board committees, the presence of one-half of the members then serving on the Board (but in no case less than 4) or committee (but in no case less than 2) shall constitute a quorum for the transaction

of business.

If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the Chair shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board committee if, during the meeting, he or she is live, electronically, or on telephone communication with the other Board members participating in the meeting.

2.12 Proxy. Proxy voting is incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal, and nontransferable and is, therefore, not permitted.

2.13 Board Member Attendance and Obligation. It is expected that each Director will participate in activities of the Board and Backdoor Theatre, attend at least six Board meetings and serve on Board committees as needed. Board member attendance requirements and obligations are defined in more detail in policy and procedure documents.

ARTICLE 3 - OFFICERS

3.1 Officers and Duties. The Board shall elect officers of Backdoor Theatre, which shall include a Chair, a Vice Chair, a Secretary, a Treasurer, and such assistants and other officers as the Board shall determine from time to time. The officers may also include a Past Chair for a term of one (1) year. One person may hold any two or more offices, except the Chair and Secretary.

3.2 Chair. The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise the business and affairs of Backdoor Theatre. The Chair may sign contracts and other instruments on the organization's behalf upon Board approval.

3.3 Vice Chair. The Vice-Chair shall have all powers and duties of the Chair during the Chair's absence, disability, or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board, or the Bylaws.

3.4 Past Chair. The Past Chair, if any, shall assist in advancing the goals and objectives of Backdoor Theatre through the application of knowledge gained through past Board

experiences. The Past Chair shall be responsible for specific tasks delegated by the Executive Committee. If the Past Chair is willing to serve but has already been on the Board for 7 years then they will function as a member with no vote and will not count towards the quorum.

3.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of Backdoor Theatre's officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws.

3.6 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and the financial condition of Backdoor Theatre from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing Backdoor Theatre's net worth at the close of the fiscal year by a firm of outside certified public accountants. The report shall be submitted to the Board of Directors at the next regularly scheduled Board meeting following its completion.

3.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall be elected for a one-year term. Chair and Vice Chair are eligible to serve two consecutive terms in the same office; Secretary and Treasurer are eligible to serve three consecutive terms in the same office. All term limits are subject to the maximum term of the board member. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. Officers shall be approved by a majority of those Board members at a Board meeting at which a quorum is present. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

3.8 Removal or Resignation. Any officer or agent elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer shall have the right to resign at any time upon written notice (which may be electronic or faxed) thereof to the Chair or Secretary of the Board. Unless

otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.9 Leave of Absence. A Board member may request a leave of absence for a limited period of time in the event that the leave is approved in writing by the Chair. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present during the period of the approved leave of absence.

3.10 Board Committees. The Board may designate and appoint committees of the Board as deemed necessary. The Executive Committee consists of the four officers and is chaired by the Chair, each Board committee shall be chaired or co-chaired by a Board member appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the Chair. Such committee appointments shall not be deemed appointments to the Board.

ARTICLE 4 - MISCELLANEOUS

4.1 Fiscal Year. The fiscal year of Backdoor Theatre shall be the twelve-month period from January 1 to December 31 of each year.

4.2 Annual Budget. The Board shall adopt an annual operating budget no later than the end of the November board meeting, which specifies major expenditures by type and amount.

4.3 Books and Records/Inspection of Records. All books and records of the Corporation may be inspected by any director or member, or her/his agent or attorney, for any proper purpose at any reasonable time.

4.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of Backdoor Theatre to enter into contracts, leases, and agreements with and accept grants and loans from the United States and its departments and agencies; the State of Texas and its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons, and may generally perform all acts necessary for a full exercise of the powers vested in it. Director-level employees shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

4.5 Checks; Drafts; Orders for Payment. All checks, drafts, or orders for the payment of

money, notes, or other evidences of indebtedness issued in the name of Backdoor Theatre shall be signed by such officer(s) or agent(s) of Backdoor Theatre and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by an employee in a director-level position and the Treasurer. Checks for amounts over One Thousand (\$1,000.00) Dollars shall be signed by two authorized signatories.

4.6 Acceptance of Gifts. The Board may accept on behalf of Backdoor Theatre any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of Backdoor Theatre. Before accepting a major non-cash or cash donation, the Board must pass a resolution confirming that the donation aligns with Backdoor Theatre's goals.

4.7 Investments. Backdoor Theatre shall have the right to retain all or any part of any property- real, personal, tangible, or intangible- acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

4.8 Exempt activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of Backdoor Theatre shall take any action or carry on any activity by or on behalf of Backdoor Theatre which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

4.9 Dividends Prohibited. No part of the net income of Backdoor Theatre shall inure to the benefit of any private individual, no dividend shall be paid, and no part of the income of Backdoor Theatre shall be distributed to its directors or officers. Backdoor Theatre may reimburse its directors as provided in Article 2.3 of these Bylaws.

4.10 No Loans to Officers, Directors and Employees. No loans shall be made by Backdoor Theatre to an officer, director or employee of Backdoor Theatre.

4.11 Fiscal Restrictions. Backdoor Theatre may not borrow money or otherwise incur indebtedness without the approval of a majority of the members of the Board.

4.12 Non-Discrimination. Backdoor Theatre shall not discriminate against any person on account of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or any other status protected by law.

ARTICLE 5 - CONFLICT OF INTEREST

5.1 Conflict of Interest. No member of the Board of Directors, contractual personnel, consultants, volunteers, or employees of Backdoor Theatre may use her/his position for a purpose that is, or gives the appearance of being, motivated by a desire for private gain for themselves or others, particularly those with whom they have family, business, or other ties. This provision shall not be construed to limit or restrict the payment of compensation or other remuneration to any person or persons who provide a service necessary to the operation of Backdoor Theatre.

ARTICLE 6 - INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

6.1 Right to Indemnification. Backdoor Theatre shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person: (1) is or was a director, officer, or committee member of Backdoor Theatre; or (2) while a director, officer, or committee member of Backdoor Theatre, is or was serving at the request of Backdoor Theatre as a director, officer, committee member, partner, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code ("TBOC") as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. However, in no case shall such indemnification extend to intentional criminal acts.

Such right shall be a contract right and shall include the right to be paid by Backdoor Theatre expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC as the same exists or may hereafter be amended. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

6.2 Survivorship of Right to Indemnity. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of her/his heirs, executors, administrators, and personal representatives.

6.3 Insurance. Backdoor Theatre shall purchase and maintain insurance on behalf of any person who is serving Backdoor Theatre (or another entity at the request of Backdoor Theatre) against any liability asserted against her/him and incurred by her/him in such a capacity or arising out of his status as such a person, whether or not Backdoor Theatre would have the power to indemnify her/him against that liability under these Bylaws or by statute.

ARTICLE 7 - PARLIAMENTARY AUTHORITY

7.1 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Backdoor Theatre in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order Backdoor Theatre may adopt.

ARTICLE 8 - DISSOLUTION & WINDING UP

8.1 Winding Up. Upon the necessity for the dissolution and/or winding up of Backdoor Theatre, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

8.2 No Rights of Board Members to Assets. Upon Dissolution of Backdoor Theatre, no Board member shall have any rights nor shall receive any assets of the organization. The assets of Backdoor Theatre are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of Backdoor Theatre, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

8.3 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

ARTICLE 9 - REVIEWS AND AMENDMENTS TO BYLAWS AND POLICIES AND PROCEDURES

9.1 These Bylaws may be amended at any regular meeting of the Board of Directors, provided a quorum is present, by a two-thirds (2/3) vote of those present and voting. The Governance Committee shall conduct a review of the Bylaws on even-numbered years and Policies and Procedures Manual on odd-numbered years. This review shall include an assessment of the organization's evolving needs, legal compliance, and recommendations for any necessary amendments.

CERTIFICATION OF ADOPTION OF BYLAWS

The Backdoor Theatre Board of Directors, do hereby certify that the above-stated Bylaws of Backdoor Theatre are a true, and a correct copy of the Bylaws. These Bylaws were approved by the Board of Directors of Backdoor Theatre on February 20th, 2024, and these Bylaws have not been amended or modified since that date.