

****Bylaws of The Seed Theatre****

****Article I: Name and Location****

Section 1: Name

The legal name of this organization is B4CK - Binders for Confident Kids. B4CK operates under the DBA "The Seed Theatre" for the purposes of serving the local Chattanooga community.

Section 2: Location

The legal address for The Seed Theatre is
236 East Sharon Circle, Ringgold GA 30736

The current physical location of The Seed Theatre is 1100 Market St #706, Chattanooga, TN 37402 as of November 1, 2023.

The organization may operate in other locations as deemed necessary by the Board of Directors.

****Article II: Mission Statement****

The mission of The Seed Theatre is to support marginalized communities, particularly LGBTQIA+, BIPOC, and their families, in Chattanooga, TN. The organization provides resources, education, support, and community while celebrating differences through arts and culture.

****Article III: Board of Directors****

Section 1: Composition, Roles, and Responsibilities

The Board of Directors shall be composed of individuals responsible for overseeing the affairs of The Seed Theatre. Roles and responsibilities shall be defined by the Board.

Section 2: Terms of Office, Elections, and Limitations

Board members shall serve terms as determined by the board. Procedures for elections, including any limitations on consecutive terms, shall be established and documented when the board sees fit for organizational needs. In the interim, the board will be comprised of 5 members, and should additional

parties be added, we do so in a manner that maintains tie breaking capabilities.

Section 3: Vacancies

Procedures for filling vacancies on the Board of Directors shall be outlined, ensuring a transparent and fair process.

****Article IV: Officers****

Titles and duties of officers (e.g., President, Secretary, Treasurer), terms of office, and election procedures shall be defined when the board sees the need.

****Article V: Meetings****

Section 1: Notice

Board Members shall be provided with at least two weeks' notice of scheduled board meetings. Notice may be delivered through email, Slack, and other appropriate means as determined by the organization. Emergency meetings may be called as appropriate with 24 hours notice. At least one board meeting per annual year shall be open and accessible to the community.

These meetings are expected to remain standard and within decorum. All parties in attendance shall be held to the code of conduct and all participants agree to abide by the terms. Failure to abide by these terms may result in (and is not limited to) removal from the meeting.

Section 2: Procedures

Procedures for conducting meetings, including quorum requirements, shall be established in this article. The quorum for a board meeting is four out of five board members, and decisions shall be made by a majority vote. Minutes of each meeting shall be posted in Slack or emailed to the board after the meeting.

(b) ****Agenda:**** The agenda for meetings shall include updates from the Board of Directors, reports from committees, and any items submitted by members for discussion.

(c) ****Voting:**** Each member in good standing shall be entitled to one vote on matters brought to a vote. Voting may be conducted in person, by proxy, or through electronic means.

Section 3: Removal of Board Members

In the event of a board member being non-active for 90 days the other board members shall be permitted to remove the non-active member by active majority vote. Additionally, a new board member should be nominated at this time. In the event of an emergency situation, a majority vote shall be required to remove a board member in the event of major failure of duties, conflict with the code of conduct, or violation of the conflict resolution policies.

Article VI: Committees

This article grants authorization for the creation of committees, outlines their purposes, and establishes procedures for the appointment of committee members. At least one core board member shall sit on each committee to ensure compliance with the mission, bylaws and other policies unless the board votes otherwise.

Article VII: Membership

Members are defined as: Core Board Members, Committee Members, and Support Group Leaders, Program Directors, and any other leaders who the board sees fit.

Section 1: Criteria for Membership

- (a) ****Eligibility:**** Membership in The Seed Theatre is open to individuals who support the mission and goals of the organization, particularly those who identify as LGBTQIA+ or are allies, and are interested in actively participating in the community.
- (b) ****Application Process:**** Prospective members shall submit a membership application, which shall include some personal information, a statement of interest, and agreement to adhere to the organization's values and policies.
- (c) ****Approval:**** Approval of membership requires a majority vote and induction by the current Board of Directors.

Section 2: Rights and Responsibilities of Members

- (a) ****Rights:**** Members in good standing shall have the right to participate in

membership meetings, vote on organizational matters, and receive communications and updates from The Seed Theatre.

(b) **Responsibilities:** Members are expected to actively engage in the organization's activities, uphold its values, and contribute positively to the community. Members shall adhere to the bylaws and any additional policies set forth by the organization.

Section 3: Membership Meetings

(a) **Notice:** Members shall be provided with at least two weeks' notice of scheduled membership meetings. Notice may be delivered through email, Slack, and other appropriate means as determined by the organization.

(b) **Agenda:** The agenda for membership meetings shall include updates from the Board of Directors, reports from committees, and any items submitted by members for discussion.

(c) **Voting:** Each member in good standing shall be entitled to one vote on matters brought to a vote. Voting may be conducted in person, by proxy, or through electronic means.

Section 4: Termination of Membership

(a) **Voluntary Withdrawal:** Members may voluntarily withdraw from the organization by submitting a written request to the board.

(b) **Non-Compliance:** The Board of Directors, upon recommendation from any party, may terminate the membership of individuals found to be in violation of the organization's values, policies, or who engage in conduct contrary to the best interests of The Seed Theatre.

(c) **Appeals:** Individuals whose memberships are terminated have the right to appeal the decision. Appeals shall be reviewed by an independent body appointed by the Board of Directors. Appeals are ultimately determined by the Board of Directors who reserve the right to decline, accept or negotiate the appeal and terms of return.

Section 5: Records and Privacy

(a) **Record Keeping:** The organization shall maintain accurate records of its membership, including contact information and participation history.

(b) **Privacy:** The Seed Theatre is committed to protecting the privacy of its members. Personal information shall be kept confidential and used only for organizational purposes.

Section 6: Amendment of Membership Policies

The membership criteria, rights, responsibilities, and other membership-related policies may be amended by a two-thirds majority vote of the Board of Directors, subject to ratification by the membership

****Article VIII: Additional Policies****

See Conflict of Interest Policy Addendum

See Code of Conduct Policy Addendum

****Article IX: Financial Policies****

Section 1: Budget Approval and Financial Oversight

(a) **Budget Approval:** The Finance Committee, in collaboration with the Board of Directors, shall be responsible for preparing and approving the annual budget of The Seed Theatre. The budget shall align with the organization's mission and strategic goals.

(b) **Financial Oversight:** The Finance Committee, acting on behalf of the Board, shall exercise proper financial oversight to ensure the prudent and ethical use of the organization's resources. This includes regular reviews of financial reports, audits, and adherence to financial policies.

Section 2: Handling of Funds, Financial Reporting, and Audits

(a) **Handling of Funds:** The Finance Committee, in coordination with authorized personnel, shall be responsible for the proper receipt, disbursement, and recording of financial transactions.

(b) **Financial Reporting:** Regular financial reports, prepared by the Finance Committee, shall be presented to the Board of Directors at least quarterly. These reports shall include an income summary for the quarter and statement of current finances as well as cash flow statement.

(c) **Audits:** The Finance Committee shall collaborate with an independent auditor or audit committee to conduct an annual audit of The Seed Theatre's financial records. The audit results shall be presented to the Board, and a summary shall be made available to the membership on an annual basis.

Section 3: Signatory Authority

- (a) **Authorized Signatories:** The Finance Committee, in consultation with the Board, shall designate individuals with signatory authority for financial transactions. This may include check signing, approval of financial commitments, and other related activities.
- (b) **Dual Signatures:** For transactions exceeding a predetermined threshold, dual signatures, as determined by the Finance Committee, may be required to enhance financial controls.
- (c) **Record Keeping:** Proper records of all financial transactions, including receipts, invoices, and authorizations, shall be maintained and current by the Finance Committee for transparency and accountability.
- (d) **Review of Financial Decisions:** The Finance Committee, in collaboration with the Board, shall periodically review major financial decisions to ensure alignment with the organization's goals and fiscal responsibility.

Section 4: Reserve Funds

- (a) **Establishment of Reserves:** The Board, guided by the Finance Committee, may establish and maintain reserve funds to ensure the financial stability and sustainability of The Seed Theatre. The purpose and guidelines for the use of reserve funds shall be documented.
- (b) **Decision to Access Reserves:** Access to reserve funds shall require approval by the Board of Directors. The decision to access reserves shall be based on financial need and in alignment with the organization's strategic priorities.
- (c) **Reporting on Reserves:** The Finance Committee shall provide regular reports to the Board regarding the status of reserve funds, including balances, usage, and replenishment strategies.

Section 5: Grant Management

- (a) **Grant Applications:** The organization may seek external funding through grants. The Finance Committee, with Board approval, shall be responsible for approving grant applications, ensuring alignment with the mission, and compliance with grant requirements.
- (b) **Grant Expenditure:** Funds received through grants shall be expended according to the terms and conditions outlined in the grant agreement. The

Finance Committee shall monitor grant expenditures and provide regular updates to the Board.

Section 6: Fundraising

(a) ****Fundraising Activities:**** The Board, in collaboration with the Finance Committee, shall oversee fundraising activities. These activities may include events, campaigns, and partnerships designed to generate financial support for the organization.

(b) ****Donor Recognition:**** The organization, supported by the Finance Committee, shall implement a donor recognition program to acknowledge and express gratitude to individuals, businesses, and organizations contributing to The Seed Theatre.

(c) ****Financial Transparency:**** Information about fundraising activities, including goals, progress, and outcomes, shall be transparently communicated to the Board and, when appropriate, to the membership.

Section 7: Financial Policies Review

(a) ****Annual Review:**** The Finance Committee, with Board involvement, shall conduct an annual review of the organization's financial policies to ensure their relevance and effectiveness.

(b) ****Policy Amendments:**** Proposed amendments to financial policies may be initiated by the Finance Committee or any member of the Board. Amendments shall be subject to approval by a majority vote of the Board.

(c) ****Communication:**** Updates to financial policies and their amendments shall be promptly communicated to relevant stakeholders, including the membership, through email, Slack, and other appropriate channels.

****Article X: Amendment Procedures****

Section 1: Proposing Amendments

Amendments to these bylaws may be proposed by any member of the Board of Directors. The proposed amendments shall be submitted to the Board for consideration.

Section 2: Voting Requirements

Amendments to the bylaws shall be approved by a two-thirds majority vote of the Board of Directors.

Section 3: Effective Date

(a) **Timing:** Approved amendments shall take effect immediately upon approval by the board unless a specific effective date is stipulated in the amendment itself.

(b) **Communication:** The Board shall promptly communicate ratified amendments to the membership through email, Slack, and other appropriate channels.

Section 4: Recordkeeping

(a) **Documentation:** Accurate records of proposed amendments, discussions, votes, and ratifications shall be maintained by the Secretary or an appointed designee.

(b) **Access:** Records related to amendments shall be made available for inspection by any member upon request.

Section 5: Annual Review

(a) **Review Committee:** The Board shall appoint an ad-hoc committee annually to review the bylaws for relevance, accuracy, and compliance with applicable laws and regulations.

(b) **Recommendations:** The review committee may recommend amendments to the bylaws based on changing circumstances, legal requirements, or organizational needs.

(c) **Approval:** Proposed amendments resulting from the annual review shall follow the procedures outlined in Section 2 for approval.

Section 6: Emergency Amendments

(a) **Definition:** In the case of an emergency requiring immediate action, the board may propose and approve amendments without prior notice to the membership.

(b) **Notification:** Members shall be notified of emergency amendments as soon as practicable after their approval. Notice may be delivered through email, Slack, and other appropriate means.

****Article XI: Dissolution Clause****

Section 1: Procedures for Dissolution

(a) **Decision to Dissolve:** The decision to dissolve The Seed Theatre may be initiated by a two-thirds majority vote of the Board of Directors. A special meeting shall be convened for the purpose of discussing and voting on the dissolution.

- (b) **Notice to Members:** Members shall be notified of the proposed dissolution at least thirty (30) days in advance of the special meeting. Notice shall be provided through email, Slack, and other appropriate means determined by the organization.
- (c) **Approval by Membership:** The decision to dissolve must be ratified by a two-thirds majority vote of the membership present at the special meeting. Members may vote in person, by proxy, or through electronic means.
- (d) **Disposition of Assets:** In the event of dissolution, the Board of Directors shall be responsible for the orderly liquidation of The Seed Theatre's assets. All remaining assets after the satisfaction of debts and liabilities shall be distributed to one or more nonprofit organizations with similar missions, as determined by the Board.
- (e) **Compliance with Laws:** The dissolution process shall comply with all applicable state and federal laws governing nonprofit organizations. The Board of Directors shall file the necessary dissolution documents with the appropriate regulatory authorities.
- (f) **Notification to Donors and Stakeholders:** The organization shall provide timely and appropriate notification of the dissolution to donors, stakeholders, and the public. This may include written notices, press releases, and communication through the organization's website and social media channels.
- (g) **Recordkeeping:** Accurate records of the dissolution process, including meeting minutes, financial transactions, and asset disposition, shall be maintained by the Board of Directors and made available for inspection upon request.
- (h) **Distribution of Remaining Assets:** In the event that The Seed Theatre is unable to continue its operations, the remaining assets shall be distributed exclusively for charitable, educational, or scientific purposes, as described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (i) **Final Filings:** The Board of Directors shall be responsible for filing the final tax return of The Seed Theatre and completing any other legal obligations required for dissolution.
- (j) **Continuation of Mission:** In the event of dissolution, the Board of Directors shall make reasonable efforts to ensure the continuation of the organization's mission and the preservation of its values within the community.