

Bylaws

HHS Drama Boosters Club, Inc. -- EIN 54-2154982

ARTICLE ONE

Name

The name of this organization is HHS Drama Boosters Club, Inc., hereinafter referred to as "Drama Boosters Club". "HHS" stands for "Herndon High School."

ARTICLE TWO

Purpose

- I. The purpose of the Drama Boosters Club is to:
 - A. Foster the advancement of theatre arts at HHS; and
 - B. Provide financial and other support to HHS theatre arts, as requested by theatre arts student leadership and/or instructor(s).
- II. The Drama Boosters Club focuses its fiscal support on fulfilling its above-stated purpose as well as assisting HHS theatre arts students with financial need to help pay their personal portion of theatre-related fees, such as, but not limited to, field trip fees. Fiscal support may also address other areas, such as granting theatre arts scholarships and donating to charitable causes identified by the theatre arts student leadership.
- III. The Drama Boosters Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Drama Boosters Club does not engage in transactions or activities that would deprive it of tax-exempt status. It does not maintain individual student accounts and/or designated income accounts.

ARTICLE THREE

Membership

- I. There are two classes of membership: voting and nonvoting.
 - A. Voting members of the Drama Boosters Club consist of parents and guardians of students at HHS who are enrolled in theatre arts classes and/or who are otherwise participating in theatre arts.
 - B. Nonvoting members of the Drama Boosters Club consist of the HHS theatre arts instructor(s) and donors who are not parents and guardians, defined above.
- II. Once established, membership continues until June 30th of the given school year, and membership and associated governance for the new school year begin on July 1st.

ARTICLE FOUR

Governance

- I. Voting members of the Drama Boosters Club elect the Board of Directors at an annual membership meeting.
- II. The Board of Directors, also consisting of voting members of the Drama Boosters Club, governs the affairs of the Drama Boosters Club. The Board of Directors includes at least seven directors, six of whom the Board assigns to serve as officers and at least one of whom the Board assigns to serve in at-large or other capacities, such as overseeing specific short-term or long-term activities. The Board of Directors may establish positions for additional directors.
- III. Officers are Board of Directors members who fulfill key roles, of which no given role may be filled by the same director for more than two consecutive years without a yearlong break in service from that particular role. The officers include a:
 - A. President who is the presiding officer of the Board of Directors and who is responsible to the membership for directing the affairs of the Drama Boosters Club, holding regular meetings of the Board of Directors, convening at least one annual meeting of the membership, and communicating regularly with the HHS theatre arts instructor(s);
 - B. Vice President of Productions who assists the President, directs the affairs of the Drama Boosters Club during the President's absence, and oversees booster support of HHS theatre arts productions in various areas, such as set construction, props, costuming, publicity, photography, programs, and spirit items, many of which are shared responsibilities with HHS theatre arts students and instructor(s);
 - C. Vice President of House who oversees all front of house HHS theatre arts production activities, such as house opening and closing, if and as requested by the HHS theatre arts instructor(s), usher instruction, and ticket, concession, and other related item acquisition and sales;
 - D. Vice President of Hospitality who oversees all hospitality functions supporting HHS theatre arts productions and events, such as Cappies dinners, cast parties, senior dinners, awards events, and rehearsal meals for students and on-site staff and volunteers;
 - E. Secretary who records and maintains the Drama Boosters Club membership list, records and maintains Drama Boosters Club meeting minutes and other historical documentation, oversees scholarship award(s), provides thank you notes to Drama Boosters Club contributors, and, as directed by the President, addresses any additional communication, such as school correspondence, announcements, and mass mailings; and
 - F. Treasurer who drafts the Drama Boosters Club annual budget and maintains current and historical records of the budget, financial transactions, and bank statements in addition to otherwise managing the Drama Boosters Club finances in accordance with Article Seven of these Bylaws and its referenced financial operating procedures, Fairfax County Public School regulations and procedures, and Fairfax County, Virginia State, and United States federal law, to include, but not limited to, filing the IRS 990 before its due date.
- IV. The HHS theatre arts instructor(s) is an ex officio, nonvoting member of the Board of Directors.

- V. Four participating directors comprise a quorum for the Board of Directors. If the Secretary is not participating, the President assigns responsibility for recording any decisions to a director who is participating. Decisions require approval by a simple majority of voting directors participating in a meeting in person or otherwise.
- VI. The President may fill Board of Directors vacancies by appointing a voting Drama Boosters Club member to serve as a director until confirmed at the next meeting of the Drama Boosters Club membership. The Vice President of Productions becomes President should that position become vacant.
- VII. A two-thirds majority of Drama Boosters Club voting members participating in a membership meeting may remove a director from a particular office or the Board of Directors as a whole.

**ARTICLE FIVE
Committees**

The Board of Directors may establish and dissolve standing or special committees to conduct the affairs of the Drama Boosters Club. The Board of Directors appoints committee chairs for a term running until June 30th or until the committee is dissolved, whichever occurs first. Committee chairs must be voting members of the Drama Boosters Club.

**ARTICLE SIX
Meetings**

- I. The President, or in his/her absence the Vice President of Productions, convenes meetings of the Board of Directors and of the Drama Boosters Club membership.
- II. As noted in Article Four, there are regular Board of Director meetings, for which four participating directors comprise a quorum and during which a simple majority of voting directors determines the outcome of a vote.
- III. During the school year, there is at least one Drama Boosters Club membership meeting, for which seven participating members comprise a quorum and during which a simple majority of voting members determines the outcome of a vote.

**ARTICLE SEVEN
Finances**

- I. The Drama Boosters Club establishes a budget for each fiscal year, beginning July 1st and ending June 30th. For the budget to become effective, the Board of Directors must approve it and any modifications made to it.
- II. The Drama Boosters Club raises and disburses funds consistent with its purposes. Funds may be raised through donations, solicitation of charitable contributions, the sale of merchandise or services, or other means approved by the Board of Directors.
- III. The Board of Directors establishes financial controls to ensure that all Drama Boosters Club fiscal matters are managed with due diligence, accountability, and transparency, and the Board of Directors documents and maintains these operating procedures, updating them as necessary in accordance with changing Fairfax County Public School regulations and procedures as well as Fairfax County, Virginia State, and United States federal law.
- IV. Only the President or his/her successor, with the Board of Directors' approval, may enter into written contracts or other legal written agreements, financial or otherwise, on behalf of the Drama Boosters Club.

ARTICLE EIGHT Indemnification

Each director, in consideration of services as such, shall be indemnified by the Drama Boosters Club to the extent permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, to which the director may be a party by reason of past or present role in the Drama Boosters Club unless such action was a result of gross neglect or willful misconduct.

ARTICLE NINE Dissolution

A two-thirds majority of voting Drama Boosters Club members participating in a membership meeting may dissolve the Drama Boosters Club. Upon dissolution and after all expenses are paid, all assets and property of the Drama Boosters Club are conveyed to HHS theatre arts.

ARTICLE TEN Amendments

A two-thirds majority of voting members participating in a Drama Boosters Club membership meeting may amend these bylaws.

APPROVAL

The undersigned understand and approve the Drama Boosters Club bylaws as written.

HHS Theatre Arts Instructor

Date

HHS Drama Boosters Club, Inc. President

Date