

BYLAWS of YHS Theatre Arts Parents

Article I Name and Purpose

Section 1.01. Name. The name of this organization shall be YHS Theatre Arts Parents.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purposes of supporting Yorktown High School's Theatre Arts Program.

Article II Membership

Section 2.01. Qualification. All parents, guardians or other persons with a child currently or previously participating in the Yorktown High School Theatre Arts Program, community members, and other individuals as approved by the membership shall be considered voting members of the organization.

Section 2.02. Rights and responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Board of Directors.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Board of Directors or at the request of twenty (20) or more members in writing to the Board of Directors.

Article III Board of Directors

Section 3.01. Membership. The Board of Directors shall consist of the elected officers of the organization.

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Board of Directors. The Board of Directors shall transact necessary business during the intervals between the meetings of the

membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Meetings. The Board of Directors shall meet as necessary to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Quorum. A quorum of the Board of Directors for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee as the case may be.

Section 3.06. Participating in Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Members of the Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, two Vice Presidents, a Secretary and a Treasurer and, as a non-voting member, an At-Large Director. Additional officer(s) may be elected or appointed by the Board of Directors from time to time.

Section 4.02. Election. A nominating committee composed of the current President and at least one additional officer shall seek nominees and develop a slate of candidates prior to the annual meeting. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Officers shall be elected at the annual meeting of the organization by the members present. Officers shall assume their official duties upon election.

Section 4.03. Term. Officers shall serve a one-year term and may be re-elected.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors.

Article V Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Board of Directors and, when present, shall preside at all meetings of the Board of Directors and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-Presidents. The first Vice-President shall be a member of the Board of Directors and, in the absence of the President, shall perform the duties of the President. The first Vice-President shall perform such other duties as are assigned by the President or the Board of Directors. The second Vice-President shall be a member of the Board of Directors and shall be the Registered Agent of the organization.

Section 5.03. Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall keep the minutes of the proceedings of the membership and the Board of Directors, shall see that all notices are duly given in accordance with these Bylaws and, in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 5.04. Treasurer. The Treasurer shall be a member of the Board of Directors. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies.

The Treasurer shall:

- Organize, document, and record all financial activities.
- Prepare an annual budget for review and approval by the members.
- Ensure that all funds are timely deposited in the organization's bank account.
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report at each General Membership Meeting and at other times as requested by the Board of Directors.
- Maintain all financial records and turn all over to the new Treasurer.

Section 5.05. At-Large Director. The At-Large Director shall be a non-voting member of the Board of Directors. The At-Large Director shall perform such duties as are assigned by the President or the Board of Directors.

Article VI Finances

Section 6.01. Budget. The Board of Directors shall present to the membership at the annual meeting of the membership a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the Board of Directors.

Section 6.02. Obligations. The Board of Directors may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Board of Directors, except that checks of \$10,000 or more must have the signature of at least two officers, such as the Treasurer and the President.

Section 6.05. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select and shall make such disbursements as authorized by the Board of Directors in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 6.06. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Board of Directors;
- (b) checks exceeding \$10,000 must be endorsed by at least two officers authorized by resolution of the Board of Directors;
- (c) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.07. Financial report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization’s financial policies. The Board of Directors shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization’s finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100–200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Board of Directors.

Section 6.09. Record retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer’s financial report/statement	Store in corporate records.	Permanent
Treasurer’s reports, periodic	Compile & file records on yearly basis.	Three Years. Store w/ financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents.	Compile & file records on a yearly basis.	Seven Years. Store w/ financial records. Destroy after seven years.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the

matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board of Directors is meeting. However, the person may be permitted to provide the Board of Directors with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Board of Directors shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. New officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of Directors, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board of Directors, officer or employee is entitled.

ARTICLE IX AMENDMENTS

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least ten (10) days notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.