

**Bylaws of
RHS Offstage
A non-profit Corporation
Approved by Membership
April 17, 2008**

ARTICLE ONE

Corporate Charter and Bylaws

Corporate Charter Provisions. The corporation formed is a non-profit corporation established under Article 3.02 of the Texas Non-Profit Corporation Act.

1.01 Registered Agent and Office. The address of the Registered Office is 1250 West Belt Line Road, Richardson, Texas 75080. The name of the Registered Agent at that address is Mr. Clifford McClelland, Director. The registered Agent of Office may be changed by filing appropriate documents with the Secretary of State, and not otherwise. Such filings shall be made promptly with each change. Arrangement for each change in Registered Agent or Office shall ensure that the corporation is not exposed to the possibility of default judgment. Each successive Registered Agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the corporation to its President.

1.02 Amendment of Bylaws. The Board of directors may alter, amend or repeal these Bylaws, and adopt new Bylaws. All such bylaws changes shall take effect upon adoption by the directors, subject to repeal or change by the Members. Notice of Bylaws changes shall be given on or before notice of the Members' meeting following their adoption.

ARTICLE TWO

Members

2.01 Classes of Members. The corporation shall have one (1) class of members. The designation of such class and the qualifications and rights of such class shall be as follows:

2.02 Members. Membership shall be available to parents and guardians of students, whether or not they are officially enrolled in the Theatre Magnet, faculty members, patrons and any other supporters of the Richardson High School Theatre Magnet. Membership shall be on a family basis and only one membership shall be available to a family (whether husband and wife jointly, a single parent/guardian, organization or entity). Such membership may be in the name of one or both parents, or an individual, organization or corporate entity.

- 2.03 Voting rights.** Each membership shall be entitled to one vote on each matter submitted to a vote of the members. In cases of joint membership where only the husband or wife are present at any meeting, the member present shall be entitled to cast such membership vote. If both husband and wife are present, such membership shall, nevertheless, be entitled to only one vote. In the event of a corporate or other entity membership, only one designated representative will be entitled to vote.

ARTICLE THREE

Meetings of Members

- 3.01 Regular meetings of Members.** There shall be at least three (3) regular meetings of the general membership each year which will be held in the months of September, January, and April, or on such other dates as the Directors may select. Meetings will be held in the high school auditorium or such other meeting place as may be designated by the President. Notification of the date and time of each meeting will be given in accordance with these Bylaws. The meeting in April of each year shall be the Annual Meeting at which officers will be elected.
- 3.02 Special Meetings.** Special meetings may be called by the President at such time as occasion demands, with notification as required by these Bylaws.
- 3.03 Notice of Meetings.** Meeting dates and times will be set by the Board of Directors at its first meeting after the election of officers and will be noted on all calendars and newsletters published by the Theatre Department. In the event a regular meeting is rescheduled or special meeting called, the Secretary will post written notice in the magnet office and see that the meeting is posted on the theatre web site, and email members so that all members are notified at least seven (7) days in advance of the meeting.
- 3.04 Dues.** The annual dues payable to the corporation by the membership shall be Fifteen Dollars (\$15.00) per family. Any changes in dues must be determined by a vote of the general membership.
- 3.05 Meeting Procedures.** All meetings shall be conducted in accordance with Robert's Rules of Order unless otherwise stated in these Bylaws.
- 3.06 Selection of Tax-Free Days.** Two Tax-Free Days will be selected by the Board of Directors at its first meeting after the election of officers and will be noted on all media published by the Theatre Department.

3.07 Quorum. Fifteen (15) members shall constitute a quorum for the transaction of business in any meeting of this association.¹

¹ It is suggested that the quorum be set to reflect the number of members who could reasonably be expected at any business meeting. This should be a specific number (not percentage) of the total membership. Fifteen (15) members will be the least number accepted.

ARTICLE FOUR

Board of Directors

4.01 Governing Body. The affairs of the corporation shall be managed by its Board of Directors.

4.02 Number, Tenure and Qualifications. The Board of directors shall consist of not more than 23 or less than nine members. Each Director shall be elected at the Annual Meeting and shall hold office until the next Annual meeting of members or until his or her successor shall have been elected and qualified.

4.03 Composition of the Board of Directors. The Board of Directors of the Corporation shall consist of the officers of the corporation. All full-time teachers in the Theatre Magnet at Richardson High School serve as honorary officers with no voting rights.

4.04 Meetings. Regular meetings will be held on the second Thursday of each month, during the months of May, August, September, October, November, January, February and March and will be held in the foyer of the Richardson High School auditorium or such other place as may be designated by the President. Special meetings may be directed by the President, with notice being given in writing or by telephone by the Secretary at least three (3) days in advance of the meeting.

4.05 Quorum. A quorum will consist of a majority of the members of the Board of Directors then serving. A quorum must be present to transact business.

4.06 Action without Meeting. Any action that may be taken at a meeting of the Board of Directors under any provision of the Texas Business Corporations Act may be taken without a meeting if authorized by a consent or waiver filed with the Secretary of the corporation and signed by all persons who would be entitled to vote on that action at a meeting of the Board. Each such signed consent or waiver, or a true copy thereof, shall be placed in the minute book of the Corporation.

ARTICLE FIVE

Officers

- 5.01 Governing Body.** The corporation shall have a President, Vice-President-Membership, Vice-President-Fundraising, Secretary, Treasurer, Box Office, Hospitality, Publicity, Merchandise, Webmaster, and a Parliamentarian who shall be appointed by the President.
- 5.02 Additional Offices.** The Board may, from time to time, deem it advisable to add individuals to the Board to perform specific tasks not currently anticipated. In that event, the Board may recommend the addition of the new position at the January General Meeting for concurrence by the General Membership. If the General Membership is in agreement, the office will be added for the coming year and the Nominating Committee will slate nominee(s) for the office.
- 5.03 Nominating Committee.** A Nominating Committee comprised of two board members, one representative from the general membership elected at the January general meeting, and the head of the Theater Department shall determine a slate of officers for the following year. The Nominating Committee shall submit one nominee for each of the offices. All nominees must be members in good standing of the corporation and the parent or guardian of a student currently enrolled or accepted for enrollment in the Theater Magnet for the following academic year and must have agreed to serve.
- 5.04 Election of Officers.** The slate of officers recommended by the Nominating Committee shall be presented at the Annual Meeting. Additional nominations may be made from the floor by any member in good standing of the corporation. Only members in good standing who have a student in the Theatre Magnet and have consented to their nomination may be so nominated. In the event nominations are made from the floor, the Parliamentarian will preside over a secret ballot for any position(s) for which additional nominations are made.
- 5.05 Term of Office.** Officers will begin their term of office in May following the April Annual Meeting and serve until their successor is elected in April of the following year.
- 5.06 Removal from Office.** An Officer may be removed from office by a 2/3rds vote of the Board for failure to attend 3 consecutive Board meetings or for failure to perform duties. In such event, the balance of the term will be filled as provided in Article 5.07 of these Bylaws.
- 5.07 Vacancies.** The Board of Directors shall make appointments to fill any vacancies for the unexpired term of any office.

5.08 Duties of Officers. Each officer will be responsible for the specific duties enumerated below.

President. The President shall

- i) Act as liaison with the Director of the Theatre Department and the administrative representative of Richardson High School and Richardson Independent School District;
- ii) Preside at all meetings of the Board of Directors;
- iii) Preside at all meetings of the General Membership;
- iv) Serve as ex officio member and oversee the activities of all committees, and
- v) Be the only person authorized to sign contracts and make binding agreements in the name of the corporation.

Vice-President – Membership. The Vice-President(s) of Membership shall

- i) Act as Assistant to the President;
- ii) Preside at the meetings of the Board of Directors and General Membership in the absence of the President;
- iii) Promote membership in RHS Offstage;
- iv) Compile and distribute volunteer membership lists; and
- v) Prepare and distribute a periodic newsletter to the membership.

Vice-President – Fundraising. The Vice-President of fundraising shall

- i) Coordinate RHS Offstage Fundraising projects; and
- ii) Coordinate students and parents in ad sales for the Eagle Bill.

Secretary. The Secretary shall

- i) Record minutes of all meetings of the Board of Directors and general membership;
- ii) Handle all correspondence;
- iii) Maintain a current roster of Theatre Magnet Students; and
- iv) Maintain a current roster of the members of RHS Offstage.

Treasurer. The Treasurer shall

- i) Have custody of all funds belonging to the corporation;
- ii) Write checks for distribution of funds in accordance with Article 7.02 and make deposits in a timely manner;
- iii) Submit an operating budget for approval by the Board of Directors and the general membership;
- iv) Maintain accurate and comprehensive records of the properties and financial transactions in accordance with accepted accounting practices; and
- v) File all reports as required by the Internal Revenue Service and other regulatory agencies.

Box Office. The individual(s) in charge of box office operations shall:

- i) Coordinate the sale of tickets for all productions; and
- ii) Coordinate the sale of concessions for all productions.

Hospitality. The individual(s) in charge of hospitality shall:

- i) Organize and coordinate volunteers for cast dinners for dress rehearsals; and
- ii) Plan and coordinate refreshments for special events as needed.

Publicity. The individual(s) in charge of publicity shall:

- i) Promote coverage of productions, awards and accomplishments and matters of general interest in the Richardson High School Theatre Magnet by the local media;
- ii) Provide pictures. Copy and other items of interest to the media; and
- iii) Promote the sale of tickets to productions by distributing posters, flyers and other advertising in the community.

Parliamentarian. The Parliamentarian shall

- i) Become familiar with Robert's Rules of Order in the event questions of parliamentary procedure arise at any meetings of the Board of Directors or the general membership;
- ii) Preside over elections at the Annual Meeting; and
- iii) Attend all meetings of the Board of Directors as an ex officio member with no votes except in the event of a tie.

Webmaster. The webmaster shall

- i) Update designated RHS Off-Stage website with continuous current information as received by the Theatre Department Head, board members, teachers, administrative representatives of RHS and RISD, parents, or any other source deemed worthy by the Theatre Department Head.

Merchandise. The individual(s) in charge of Merchandise shall

- i) Maintain an inventory of "standard" Theatre merchandise i.e. Spirit shirts, polo shirts, decals and any other merchandise the corporation standardizes on.
- ii) Suggest and obtain quotes for non-standard items that may be unique to the show being performed.
- iii) Coordinate merchandise sales during productions
- iiii) Coordinate merchandise sales at other school-wide functions where it may be suitable to make Theatre items available for sale.

ARTICLE SIX

Committees

6.01 Appointment of Committees. The president may, with the approval of the Board of Directors, appoint such committees as may be advisable and define the

duties and responsibilities of each. Committees will serve at the discretion of the President and the Board and may or may not continue from year to year. The President shall serve as an ex officio member of any committee.

- 6.02 Attendance at Board Meetings.** A representative of any committee may request an invitation to attend meetings of the Board of Directors for the purpose of making reports, which request may be granted at the discretion of the Board. In such event, the representative may attend only for the length of the report and to answer any questions posed by members of the Board. In no event will any committee representative be allowed to participate or vote on any matter brought before the board by said committee.

ARTICLE SEVEN

Funds

- 7.01 Fiscal Year.** The fiscal year of the corporations shall begin July 1 and end June 30.
- 7.02 Distribution of Funds.** No part of the corporation's funds shall inure to the benefit of any member of the corporation. The Treasurer is authorized to expend funds for all budgeted items voted on and approved by the general membership. Contingency expenditures require approval of the President, Treasurer, and the Director of the Theatre Department. Upon dissolution, all assets of the corporation shall be allocated by the Board of Directors and donated to the Theatre Department of Richardson High School.
- 7.03 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose, or for any special purpose of the corporation.
- 7.04 Annual Audit.** An Audit Committee, consisting of three members of the corporation not authorized to sign on the accounts of the corporation, shall be appointed at the Annual Meeting each year. The Audit Committee will examine the books and records of the corporation at the close of the fiscal year and report any irregularities to the general membership. The Audit Committee report shall be adopted by the corporation.

ARTICLE EIGHT

Authority to Execute Instruments

8.02 Authority Absent Specific Authorization. The President shall be the only individual with the authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. In instances where it is deemed necessary, the Board of Directors may expressly authorize another individual to execute or deliver an instrument in the name and on behalf of the corporation, but such authorization must be confined to specific instances and extend for no other purpose.

8.03 Record of Authorization. Any instruments signed or delivered by any authorized individuals of the corporation must be formally entered into the minutes of the corporation to be recognized as a binding obligation. The minutes may reflect the action either prior to the date of the instrument or after the fact.

The Offstage Members approved these Bylaws on the 17th day of April 2008.

Connie Hellyer, President

Karen Holburn, Parliamentarian