ADOPTED Version; October 27, 2021; updated May 23, 2022
Final VERSION: EDITS ADOPTED MAY 2023; EDITS ADOPTED May 2025.

HAYS HIGH SCHOOL THEATRE BOOSTER CLUB BY-LAWS

ARTICLE I
NAME OF THE ORGANIZATION

The name of this organization shall be the HAYS HIGH SCHOOL THEATRE BOOSTER CLUB, hereinafter referred to as "Hays Theatre Boosters" or "HTB" or "Organization".

ARTICLE II
ARTICLES OF THE ORGANIZATION

The articles contained herein shall comprise the By-Laws for the HTB and may be amended as necessary at the pleasure of the duly constituted membership. This Organization shall operate as a 501(c) (3) non-profit organization.

ARTICLE III
PURPOSES OF THE ORGANIZATION

The HTB supports all facets of the Hays High School ("HHS") theatre programs. The HTB will promote positive parent and community involvement consisting of both volunteer services and financial support. The specific purposes of the HTB are:

1) to promote and support the needs of students in the Hays High School Theatre programs and the Hays Legacy Players (Thespians Troupe #6612),
2) to promote enthusiastic interest in theatre activities among parents, students, and the community of HHS and Hays CISD,
3) to raise funds in support of the activities of the HHS Theatre programs, and,
4) to raise funds in support of scholarships for HHS theatre students.

ARTICLE IV
POLICIES OF THE ORGANIZATION

This HTB shall seek to cooperate with the school board and administrators under the guidelines and policies of the Hays Consolidated Independent School District, HHS, and the University Interscholastic League ("UIL") and shall not seek to direct the administrative activities of the school nor to control its policies. The HTB shall not be commercial, sectarian, nor partisan, and shall aim to support the activities of the HHS Theatre programs.

ARTICLE V
MEMBERSHIP AND DUES

Membership in the HTB shall be open to all parents, guardians, and family members of HHS students; faculty, staff, and graduates of HHS; HCISD community members; and any other individuals supporting the purposes of the HTB. Membership shall be made available without regard to race, color, creed, sexual orientation or national origin.

Membership Fees and Voting Rights

1) Membership fees shall be set annually by the HTB leadership. The term of membership will be from August 1 to July 31 of each school year.
2) Only HTB members who have paid dues for the current membership year may participate in business decisions of the HTB.
3) Individual voting members shall pay an annual membership fee which will entitle the voting member to one vote per agenda action item.
4) Family voting members shall pay an annual membership fee (maximum of 2 members per family membership) which will entitle the family voting members to one vote each per agenda action item. All voting member names shall be listed on the membership forms when dues are paid to the HTB.
5) Members must be present to vote on any business being conducted for the HTB. No voting proxies will be allowed.
6) HCISD employees can be full voting members of HTB but cannot have financial responsibilities or financial decision-making roles.
7) In the event that there is a conflict of interest, business members (those unrelated to a student in the HHS theatre programs), and/or HCISD employees shall abstain from voting.

ARTICLE VI
MEETINGS

General meetings of the HTB shall be held as necessary during the calendar year but no less than once per calendar quarter. Membership in attendance shall constitute a quorum for the transaction of business in any duly called meeting of the HTB. HTB general meetings are open to the public and all are welcome.

ARTICLE VII
ELECTION OF OFFICERS and TERM OF OFFICE

A nominating committee composed of three (3) voting members of the HTB, only one of whom may be a current officer of the HTB, shall be appointed by the President. Alternatively, nominations may be made during an open meeting session by any members present. Only those who are duly constituted voting members of the HTB are eligible to vote and only HTB members in good standing can be nominated for officer positions. Officers shall be elected by secret ballot, unless a voting quorum approves an alternate method of voting. Members of the Executive Committee shall immediately count the votes and make known the results. Elections shall be held at the last general meeting of the year. There will be an Executive Committee meeting within 30 days of the election between all new and outgoing officers. The new officers will begin their one year term at this meeting. The Executive Committee shall fill any vacancies that may occur during the year.

The term of all officers shall be for one (1) year. It is recommended that the offices of President, Vice President and Treasurer only serve two (2) consecutive one (1) year terms per respective office. This recommendation on term-limits may be suspended upon approval by a general vote of the HTB membership. It is also recommended that no person shall occupy the same elected office position for more than three (3) consecutive terms. Only one member of an immediate family may serve on the Executive Committee at the same time, unless approval is given by general vote of the HTB membership and approval of the HHS Theatre Director. Failure of an Executive Committee member to attend more than 3 meetings (either of the Executive Committee or general membership) in a calendar year may be cause for removal from that position. **It is strongly preferred that Officers have children who currently participate in HHS theatre programs.**

Effective beginning with the 2022-2023 school year, HCISD employees may serve as Secretary, in other roles with booster organizations, and on booster committees but may not serve as President, Vice President, Treasurer or as a part of any committee with responsibilities for financial decisions, including but not limited to scholarship committees. HCISD employees may participate in and promote fundraisers for booster organizations, work in concessions sales, ticket sales, or similar, but specifically should not be responsible for bank deposits, check writing, transfers of funds, etc. . HTB will ensure that appropriate safeguards are in-place in keeping with the guidelines provided to HCISD booster clubs. These HCISD guidelines are updated each year and the HTB will appropriately comply with any additional guidance provided by HCISD.

ARTICLE VIII
EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and the Hays High School Theatre Director, ex-officio. The Executive Committee shall hold meetings as necessary (either in-person or via telephone or video conference). The Executive Committee shall meet upon call by the President or at the request of any two members of the committee. A majority of the Executive Committee shall constitute a quorum. A majority shall be defined as one more than half of the Committee members (3 or more). All on the Executive Committee must be HTB members in good standing (dues paid for the current membership year).

Duties of the Executive Committee shall be as follows:

- To transact necessary business of the HTB between general meetings or other business that may be referred to it by the membership.
- To create standing committees when necessary and approve the plans of the committees.
- To fill any officer or committee vacancies that may occur.
- Disburse funds of the approved budget per HTB, Hays CISD, HHS and UIL booster guidelines. As a HCISD employee, the HHS Theatre Director may make proposals and provide guidance, but cannot vote on budget or other financial decisions.

ARTICLE IX
DUTIES OF THE OFFICERS

1) **Duties of the <u>President</u>** shall be as follows:

   a) To preside at all meetings of the HTB and all meetings of the Executive Committee.
   b) To institute meetings of the Executive Committee monthly, and as deemed necessary.
   c) To be an ex-officio member of all committees.
   d) To co-sign checks with Treasurer, Vice President, or designated signatory if the Treasurer is unable to sign as primary signatory.
   e) To collaborate with Treasurer on deposits and custody of all funds belonging to the HTB. Bank statements must be reviewed monthly with the Treasurer.
   f) To identify and appoint all Committee Chairs to Committees as established by the Executive Committee. To assist with appointment of members to all committees. To assist all Committee Chairs as necessary.
   g) To submit all paperwork and reports required by HCISD and ensure that HTB achieves and maintains status as a district-approved booster club.
   h) Other duties as mutually agreed.

2) **Duties of the <u>Vice-President</u>** shall be as follows:

a) To attend all meetings of the HTB and all meetings of the Executive Committee, and to preside at any HTB or Executive Committee meeting in the absence of the President.
b) To be responsible for obtaining assistance in, and coordinating efforts for, local fund-raising activities of HTB, and in particular to provide oversight of the Concessions Committee and its activities.
c) To co-sign checks with the Treasurer, President, or designated signatory as needed (if the Treasurer is unable to sign).
d) To collaborate with Treasurer as needed on deposits and custody of all funds belonging to the HTB.
e) Other duties as mutually agreed.

3) **Duties of the <u>Secretary</u>** shall be as follows:

a) To attend all meetings of the HTB and all meetings of the Executive Committee.
b) To record the minutes of all meetings of the HTB, and all minutes of the Executive Committee meetings.
c) To keep membership records and have those records available for verification of voting rights. (This includes accurately tracking all yearly membership records and payments of dues in coordination with the Treasurer.)
d) To perform correspondence duties as necessary.
e) To ensure the posting to the website the draft minutes of the previous meeting and provide notification via email or social media of upcoming meetings and the agenda.
f) Other duties as mutually agreed.

4) **Duties of the <u>Treasurer</u>** shall be as follows:

a) To attend all meetings of the HTB and all meetings of the Executive Committee.
b) To create, with collaboration from the Executive Committee, each annual budget. The budget for the next school year shall be presented to the general membership for adoption by the voting members at the last HTB meeting of each school year.
c) To collaborate with President or Vice President on deposits and custody of all funds belonging to the HTB. Bank statements must be reviewed monthly with the President.
d) To keep a full and accurate account of the receipts and expenditures of the HTB.
e) To make disbursements as authorized.
f) To present a financial statement at each general meeting of the HTB, the Executive Committee, and at other times when requested.
g) To sign all checks with the President or Vice President or other designated signer acting as cosigners for amounts over $500. Check amounts for $500 and under may be signed by one signer.
h) To follow and to assist other HTB Officers and members in following appropriate financial standards and procedures including but not limited to the procedures outlined in the attachment to these By-Laws titled **Hays Theatre Booster Club Financial Guidelines and Procedures**.
i) The Treasurer shall be responsible for maintaining up to date bank signature cards listing current officers authorized to sign on the accounts and removing officers no longer serving the organization.
j) To submit accounts at least bi-annually for audit by a committee of three (3), to be appointed by the President. The committee will make a written report of its findings and submit to the Executive Committee.

k) To complete financial information for taxes, and file the tax return each year by the due date. Review tax return with President prior to filing. Make copy of tax return and forward it to the HTB President (for submission to the appropriate HCISD personnel in keeping with current HCISD Booster Guidelines).
l) Other duties as mutually agreed.

5) **Duties of Committees and Committee Chairpersons.** Duties of the Committees and Committee Chairs will be defined by the Executive Committee and in the section below titled "RESPONSIBILITY OF COMMITTEE CHAIRPERSON(S)."

6) **Vacancies**. In the event of a vacancy in the office of the President, Vice President, or Secretary, the remaining officers shall share the duties of the vacant office as mutually agreed. The officers shall announce the redistributed division of duties at the first general meeting following the start of the vacancy. The Executive Committee may not carry out any of its duties without a minimum of two officer positions being filled, including the Treasurer and at least one other officer that is permitted to be involved in financial decisions.

ALL OFFICERS SHALL DELIVER TO THEIR SUCCESSORS ALL OFFICIAL MATERIAL WITHIN THIRTY (30) DAYS FOLLOWING THE MEETING IN WHICH NEW OFFICERS WERE ELECTED.

ARTICLE X
AMENDMENTS

These By-Laws may be amended at any regular meeting of the HTB by a two-thirds vote of the voting members present, provided that notice of the proposed amendment shall have been given at the previous meeting. These By-Laws shall be reviewed by the voting membership and edited or adopted at the last HTB meeting of each school year.

ARTICLE XI
RESPONSIBILITY OF COMMITTEE CHAIRPERSON(S)

The Chairperson of each Committee is responsible for communicating with the Executive Committee on a regular basis and reviewing with the Executive Committee all plans and decisions prior to the implementation of those plans and decisions.

It is the responsibility of the Chairperson to submit a budget of planned income and expenses to the Executive Committee for approval thirty (30) days prior to any event that will generate greater than $50 in expenses. Prior to spending or committing to any changes in expenditures greater than $50, the Chairperson should present those changes to the Executive Committee for approval.

The Chairperson of each Committee is responsible for making sure that contemporaneous written records are kept of all meetings and for forwarding those records to the Executive Committee within one week after each meeting.

It is the responsibility of the Chairperson to provide timely updates of Committee work at Booster general meetings.

All Committee members must be members in good-standing of the HTB for the current membership year.

ARTICLE XII
CONFLICT OF INTEREST POLICY

Members of the HTB Executive Committee ("Executive Committee") serve in a fiduciary capacity and owe a duty of care, a duty of obedience, and a duty of loyalty to HTB, HHS and HCISD. Executive Committee members shall conduct themselves with integrity and honesty and act in the best interests of HTB. Disclosure by an Executive Committee member of any potential or actual conflict of interest is required by the standard of good faith and for the benefit of HTB and protection of each individual. In consideration of HTB, for the protection of its integrity and its 501(c)(3) status, and for our protection, we, the undersigned officers, individually, during our terms of office, shall:

1. Abide by and represent HTB bylaws, the policies, positions, procedures, purposes and mission statement;
2. Discharge the duties and responsibilities of our individual offices with fidelity, integrity, and honesty and declare any and all personal and/or extended family conflicts of interest with HTB issues, decisions, and funds are involved;
3. Not misuse the HTB's federal tax-exempt status or exemption from sales tax for personal or unauthorized purposes nor disburse funds for any purpose other than authorized, budgeted HTB programs, projects, and activities.
4. Refrain from making slanderous or defamatory comments regarding any individual or organization.
5. Follow the HTB, UIL, HHS, Hays CISD, and State of Texas guidelines for fund-raising and for 501(c)(3) non-profit and booster organizations.
6. **Follow the HCISD guidelines for booster members who are also employed by HCISD.** Effective beginning with the 2022-2023 school year, HCISD employees may serve as Secretary and on committees but may not serve as President, Vice President, Treasurer or as a part of any committee with responsibilities for financial decisions, including but not limited to scholarship committees. See additional notes in Section VII above.
7. Abide by the following conflict of interest policy:
    - Executive Committee members and/or their families shall not use their relation to HTB for financial, professional, business, employment, personal, and/or political gain.
    - A conflict of interest exists when an Executive Committee member would have to participate in the deliberation or decision of any issue facing HTB while, at the same time, the Executive Committee member and/or his/her extended family has financial, professional, business, employment, personal and/or political interests outside HTB that could predispose or bias the Executive Committee member to a particular view, goal or decision.
    - Executive Committee members shall declare to the officers of HTB any conflicts of interest (stating the nature of the conflict and pertinent information as appropriate) between their duties of HTB and their and/or their extended families' financial, professional, business, employment, personal and/or political interests.
    - When a conflict of interest is declared, the Executive Committee members shall not use his/her personal influence of position to affect the outcome of any issues or votes and shall leave the room during deliberations and the vote. The minutes of the meeting shall reflect that a conflict of interest was declared.
    - All members of the Executive Committee will document their agreement with this Conflict of Interest Policy by signing the **HAYS THEATRE BOOSTER CLUB CONFLICT OF INTEREST**

AGREEMENT found at the end of these by-laws. By signing, all Executive Committee members indicate that they have read and agree to abide by this policy and understand that the failure to adhere to the above guidelines may result in the termination of the undersigned as Executive Committee members and will require the immediate return of all HTB property, documents, and materials belonging to the HTB.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition shall govern in all cases, when not in conflict with these By-Laws.

ADOPTION AND APPROVAL

This version of the HTB by-laws were adopted and approved by the Officers and general membership of the Hays HS Theatre Booster Club on this __13th___ day of ___May__ (month), _2025__ (year).

This version of the HTB by-laws were posted online for public review and reviewed in the May 2025 public booster club meeting. One change to Article IX.

Attachments to the by-laws:

1. Hays Theatre Booster Club Conflict of Interest Agreement
2. Hays Theatre Booster Club Financial Guidelines & Procedures

HAYS THEATRE BOOSTER CLUB
CONFLICT OF INTEREST AGREEMENT

We, the undersigned Executive Committee members, have read and agree to abide by the HTB Conflict of Interest Policy included in the HTB By-Laws, and understand that the failure to adhere to the above guidelines may result in the termination of the undersigned as Executive Committee members and will require the immediate return of all HTB property, documents and materials belonging to this HTB.

The Executive Committee Secretary shall obtain the appropriate signatures on this form, make a copy of the form(s) for all signers if requested, and keep the signed originals with the Secretary of the HTB.

Amended and adopted on__May 13, 2025_____.

Executive Committee	Printed Name	Signature	Date Signed
President	Vacant		
Vice President	Andrew Jones		
Secretary	Brenda Sheffield		
Treasurer	Johanna Bergmann		
Hays Theatre Director (ex-officio member of the Executive Committee)	Lory Stewart		

HAYS THEATRE BOOSTER CLUB
FINANCIAL GUIDELINES AND PROCEDURES

The Treasurer shall coordinate sound financial procedures to be followed by the HTB and HTB Officers and Committees. These procedures include but are not limited to those found below. **If circumstances require variation from these procedures, every possible effort should be made to document the reason for the discrepancies in process and to ensure the protection of all HTB funds.**

Budget Preparation

- The Treasurer shall prepare the yearly budget for adoption by HTB with input from the Executive Committee and Committee Chairpersons.
- The Treasurer shall prepare yearly financial statements showing a recap from the previous year and details regarding all income and expenditures.

Check Signatures

- There will be 3 signers on the signature card at the bank.
- Two signatures will be required on each check over the amount of $500.
- Individuals may not sign checks written to themselves, their spouse or other family members.

Deposits

- All income received and submitted to the Treasurer for deposit must be submitted with a **Cash Tally Form** showing the purpose of the deposit and totals for cash, check and coin. The form must be signed by two persons who received and counted the funds. The Treasurer will prepare appropriate deposit forms and make deposits. The **Cash Tally Form** will serve as a receipt of funds submitted for deposit.
- When cash or checks are received, the following rules apply:
    - The person collecting or in custody of cash/checks cannot make deposits. (For example, the person working in concessions may not also deposit those funds without review.)
    - Checks will be accepted only for the purchase amount.
    - An acceptable check should contain the maker's name, address, and phone number.
    - Post-dated checks are not accepted.
    - Checks received for deposit will immediately be endorsed with the statement "For Deposit Only" and the HTB account number.
- The Treasurer will prepare and make all deposits in a timely manner as they are received. Checks or cash should be deposited within **7 business days**.
- HTB income will always be submitted to the Treasurer or another Officer with the accompanying **Cash Tally Form**. Monies will not be dropped off and/or left unattended in a mailbox of an officer or placed in another designated area to be picked up later.

Invoices and Reimbursements

- All vendor invoices or expenses incurred with vendors should be submitted to the Treasurer for proper payment and tracking.
- Expenses will be paid based upon priority and the due date listed on the invoice.

- Expenses to be paid must be accompanied by an invoice, receipts, or some form of detailed documentation explaining the expense to be paid. Supporting documentation must be maintained for all expenses. (The Treasurer will maintain records of all invoices, expenses, and reimbursements.)
- All purchases must be preapproved and receipts must be received by the Treasurer **within 30 days** of the date of the receipt to be eligible for reimbursement. If the receipt is not received within 30 days along with a **Request for Reimbursement Form**, the items purchased will be considered a donation to HTB.
- Purchases must be completed and recorded according to budget and as approved by the Executive Committee.

Record Keeping

- All deposits and expenditures shall be recorded to the proper chart of account for financial reporting and tracking.
- The Treasurer will maintain the HTB chart of accounts (electronically) and has the discretion to add additional account classifications as deemed necessary to classify income and expenses.
- The Treasurer will balance bank statements no less than 30 days after receiving the statement.
- The Treasurer shall prepare financial statements for each general meeting showing the balance of all accounts, with all deposits and expenses since the previous meeting.

Scholarships

- Each year a Scholarship Committee will be appointed by the Executive Committee.

- Students awarded HTB scholarships must provide proof of enrollment in college, trade school, or a vocational licensing training program or other post-high school theatre training before funds are distributed.

- The deadline for requesting scholarship payment will be established by the scholarship review/selection committee each year, but will be no later than May 1 of the following school year. This deadline will be clearly communicated to scholarship recipients at the time of the award.

- No employee of HCISD can serve on the scholarship review/selection committee. No parent of a Senior student can serve on the scholarship review/selection committee.