

**BYLAWS OF THE HERITAGE HIGH SCHOOL DRAMA BOOSTER  
ASSOCIATION (AMENDED)  
A VIRGINIA NONPROFIT NONSTOCK CORPORATION**

**ARTICLE I. Name**

1. The name of the organization shall be Heritage High School Drama Booster Association. A nonprofit corporation incorporated in the State of Virginia.

**ARTICLE II. Principal Office**

1. The principal office of the corporation is Heritage High School, Care of Drama Department, 520 Evergreen Mill Road SE Leesburg VA 20175

**ARTICLE III. Purpose**

1. The corporation is organized for educational purposes, both curriculum based and extracurricular and to enhance the environment for the drama program. Including for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The beneficiary of said distributions being the Heritage High School Drama Booster Association.

**ARTICLE IV. Membership**

1. The Corporation shall have members [Members].
2. Membership shall be for one year, is non-voting, and voluntary.
3. The Heritage High School Drama Booster Association year is the 12-month fiscal period for the Corporation that begins with the first day in July each year and continues through the last day in June in the following calendar year.

**ARTICLE V. Board of Directors**

1. The Corporation shall have a Board of Directors [collectively: Board, individually: Officer] serving without pay and consisting of seven (7) voting Officers
2. Board of Director Officers shall serve one year, one term. No Officer will serve more than 2 years, 2 consecutive terms in the same Office.
3. Officers with 3 absences shall be dismissed from the Board.
  - a. General Powers: The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporations, as by the Articles of Incorporation, or by these Bylaws.

4. Vacancies shall be filled by the Board of Directors.
5. Board of Directors Officers will be appointed by the previous year's Board of Directors.
  - a. After the first year 2013-2014 no person shall hold more than one Office at the same time.
6. Appointed Board of Directors Offices as follows (voting positions):
  - b. President
  - c. Vice President (3)
  - d. Treasurer
  - e. Secretary
  - f. Member at Large
7. Non-Appointed Director
  - a. Theater teacher (non-voting position)
8. Meetings. The Board of Directors shall meet at whatever time and place the Board may choose.
9. Notice of meetings shall be given to Members no less than five nor more than sixty days before the date of the meeting, such notice to be posted by email to board members. Notice of any meeting to act on an amendment of the Articles of Incorporation or to act on dissolution of the Corporation shall be delivered, either personally or by email, no less than 25 nor more than 60 days before the meeting. The notice shall state that the purpose or one of the purposes, of the meeting is to consider the proposed amendment or dissolution and shall contain or be accompanied by a copy of any proposed amendment.
10. Meetings of the Board shall be presided over by the President or if the President is not present, by a designee of the President.
11. Quorum and Voting. Each Officer shall have one vote. At meetings of the Board, a majority of the Appointed Officers shall constitute a quorum for the transaction of business. Proxy voting shall not be permitted.
12. Compensation. Directors and Officers shall not receive compensation for their services, but may by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Heritage High School Drama Booster Association.

#### **ARTICLE VI. Duties of Officers**

1. President: The President shall preside over all meetings of the Board of Directors, shall preside over all meetings of the membership, and shall perform such other duties

as the Board by resolution may designate. The President shall see that all orders and resolutions of the Board are carried into effect.

2. Vice Presidents: The Vice Presidents shall coordinate programs and administer activities of the Corporation. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board or President may designate.
3. Treasurer: The Treasurer shall cause all moneys of the Corporation to be deposited in Federally insured accounts for the Corporation and disburse as directed by resolution. The Treasurer shall keep proper books of account and prepare monthly financial statements and report at all scheduled meetings of the Board of Directors. The Treasurer shall prepare an annual report to be presented at the First Annual Meeting. The Treasurer shall have the accounts reviewed at the end of each Fiscal Year and upon the change of officer, by an auditor, who satisfied that the Treasurer's Annual Report is correct, shall submit a signed audit report to the Corporation. The Treasurer shall represent the Corporation in all matters related in any way to the Corporation's application for exemption from federal income taxation, including any annual reporting and return filings with the Internal Revenue Service and the State of Virginia.
4. Secretary: The Secretary shall be Secretary of the Board. The Secretary shall document and keep a record of all meetings and proceedings of the Corporation's meetings.
5. Member at Large: The Member at Large shall provide duties as assigned and be a voting member.

#### **ARTICLE VII. Committees**

1. General Authority. The Board of Directors may appoint such committees it deems advisable and with such limited authority as the Board shall from time to time determine. The President shall appoint committee members. The Board shall have the authority at any time to fill vacancies in, change the membership of, or discharge any committee.

#### **ARTICLE VIII. General Provisions**

1. Checks. All checks or demand for money and notes of the Corporation shall be signed by the Treasurer and one of the following: President or Vice President. Two signatures are required.
2. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.
3. Auditors. There shall be an annual audit conducted by an independent auditor selected by the Board of Directors.

4. Adoption of Bylaws. The Bylaws shall be adopted at the first meeting of the Board of Directors by a majority of the Board of Directors present, and approved at the next board meeting by a majority of the Board of Directors present.
5. Dissolution - In the event of the dissolution of the organization, its assets shall be distributed to the Heritage High School.
6. Amendment. Amendments to these Bylaws may be made by a majority vote of the Board of Director Officers.
7. Procedures. The Corporation shall be operated in accordance with these Bylaws and the Articles of Incorporation.

#### **ARTICLE IX. Indemnification**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement shall not create a presumption that the person did not meet that standard of conduct. The termination of any action, suit, or proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment shall create a presumption that the person did not meet that standard of conduct.

Any indemnification under this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made

1. By the Board of Directors by majority vote of a quorum of Officers who were not parties to the action, suit, or proceeding; or
2. By independent legal counsel in a written opinion if a quorum of Officers who were not parties to the action, suit, or proceeding is not obtainable, or, even if such a quorum is obtainable, a majority vote so directs.

3. The Corporation shall indemnify a Director or Officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a Director or Officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

#### **ARTICLE X. Insurance**

The Corporation shall have the authority to purchase and maintain insurance to protect the Corporation, the Board of Directors, and officers, employees and agents of the Corporation from liability consistent with these Bylaws.