

ROSEVILLE AREA HIGH SCHOOL FOOTLIGHTS FOUNDATION BYLAWS

ARTICLE I. NAME

This organization shall be known as Roseville Area High School Footlights Foundation (RAHS Footlights Foundation).

ARTICLE II. PURPOSE

The purpose of this foundation shall be to support the Roseville Area High School drama program.

ARTICLE III. MEMBERSHIP

Section 1. Members

Any parent or guardian of a Roseville Area High School Drama student will automatically become a member of the Foundation. Any other interested individual, family, corporation, business or association may become a member by expressing the interest to do so.

Membership is open to all interested persons, without regard to Sex, Age, Race, Color, Creed, Handicap Status, Sexual Preference or National Origin.

Section 2. Active Members

Any member may become an active member on the payment of annual dues.

ARTICLE IV. OFFICERS

Section 1. Number

The officers shall include a President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and up to 10 Members-at-Large. Any positions may be shared with another person, for example co-presidents.

Section 2. Election

Officers shall be elected at the annual meeting. A nominating committee of three appointed by the President shall present a single slate. Further nominations may be made from the floor provided consent of the nominee has been obtained in advance. Vote shall be voice unless there is more than one for an office, when the vote for that office shall be by ballot. The Foundation President, Vice President and Corresponding

Secretary shall be elected in even years; the Treasurer and Recording Secretary in odd years. Five Members-at-Large shall be appointed in even years and five in odd years.

Section 3. Executive Committee

This committee is composed of the elected officers of the Foundation and is empowered to act for the Board of Directors in an emergency between the board meetings. Minutes of action taken must be presented to the Board of Directors at its next meeting.

Section 4. Term

The term of office shall begin at the close of the annual meeting. In general, officers shall serve two years. Any vacancy in an elective office occurring between annual meetings may be filled for the remainder of the year by the President with the approval of the Executive Committee. Officers may serve for more than one term.

Section 5. Duties

The duties of the officers shall be such as usually pertain to these offices. Job descriptions are outlined in the separate document, *Job Descriptions for Roseville Area High School Footlights Foundation Officers*.

Section 6. Limitations

Only active members may be Officers and no active member who is currently enrolled in either primary or secondary education or is a contractual employee of Roseville Area Schools (Independent School District 623) may be an Officer.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Members

The Board of Directors shall consist of the officers of the Foundation.

Section 2. Duties

The Board of Directors shall have the management and control of all affairs of the Foundation and direct its activities.

Section 3. Meetings

1. The Board of Directors shall meet upon the call of the President.
2. Board Meetings shall be open to all active members.
3. There shall be at least 3 meetings each year at such time and place as the Board of Directors shall determine.
4. The annual meeting (often the last business meeting of the year) is the appropriate one for election of officers.

Section 4. Quorum and Voting

After notification to all members of the Board of Directors of a meeting, a simple majority of all Officers then in office shall constitute a quorum. (For example, if there are

10 board members, 5 or more attendees will constitute a quorum.) A vote by a majority of Board Members present at a meeting at which there is a quorum shall be enough to transact business with expenditures less than \$2001 or 50% of available funds, whichever is less. A vote by a majority of the entire Board of Directors then in office shall be enough to transact business with expenditures greater than \$2000. Each Board Member shall have one vote for purposes of all actions taken by the Foundation. A Board Member may vote by proxy given to a member of the Executive Committee.

ARTICLE VI. STANDING COMMITTEES

Section 1. Number

The Board shall create by resolution any committee it feels necessary in order to promote and facilitate the purpose of the Foundation.

Section 2. Chairs

The chair of all standing committees or other temporary committees shall be appointed by the President with the approval of the Board unless otherwise specified.

Section 3. Term

The term of each standing committee chair shall coincide with that of the President unless otherwise specified.

ARTICLE VII. GENERAL MEETINGS

Section 1. Number

Each year the Board of Directors shall determine the number of meetings and events held by the Foundation.

Section 2. Quorum

A quorum shall consist of the active members present at a meeting of the Foundation for which notices have been sent to all active members.

ARTICLE VIII. FINANCES and CONTRACTS

Section 1. Dues

The annual dues shall be assessed each year in an amount to be determined by the Board.

Section 2. Fiscal Year

The fiscal year of this foundation shall be July 1 – June 30, coinciding, approximately, with the Roseville Area School District's school year.

Section 3. Contracts

The Board must approve any contract to be entered on the part of the Foundation. The contract will only be considered to be in effect if signed by the President or Vice President or an active member approved by the Board of Directors.

Section 4. Audits

1. For each year that the Foundation's expenditures are less than \$20,000, two Board members other than the President and Treasurer shall conduct an audit of the Foundation's books.
2. For each year that the Foundation's expenditures equal or exceed \$20,000, the Board shall contract with an outside person or agency to audit the Foundation's books.

ARTICLE IX. LIMITATIONS

Section 1. Purposes

The Foundation is organized and shall be operated exclusively for charitable and educational purposes.

Section 2. Earnings

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

Section 3. Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Communications

Personal information gathered by the Foundation about its members – including but not limited to phone numbers, postal and e-mail addresses – may be used only for RAHS

Footlights Foundation or Roseville Area High School Drama program communication with the members. Use of the information for any non-Footlights Foundation or RAHS Drama program purpose – including but not limited to solicitation of any kind; reproducing and storing in a retrieval system by any means, electronic or mechanical; photocopying; or use of the addresses or other information for any mailing, phoning, email, or other contact other than – is strictly prohibited without written permission of the RAHS Footlights Foundation Board of Directors and the director of the RAHS drama program.

Section 5. Amendments

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors; provided, however, that no such amendment shall authorize the Board, the Executive Committee or the officers of the Foundation to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Section 6. Disposition of Assets

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

PROCEDURES

Financial

Dues: Annual dues shall be determined after looking at the previous year's dues, the current financial state of the Foundation and the number of active members. The current price for annual dues is \$0.

Bank Account: The Roseville Area High School Footlights Foundation's bank accounts are to be accessible by both the Treasurer and the President.

Expenditures: Expenditures on behalf of the Foundation by the President or a Board Member specified by the President of less than \$50 that aren't anticipated in the budget may be made without prior approval of the Board of Directors, except that such expenditures shall not exceed a total of \$100 dollars within a one-month period unless approved at a meeting of the Board of Directors. The treasurer shall be notified of any such expenditures within seven days of the expenditure or the incurrence of the expense. Ratification of all expenditures not approved in advance must be made at the next meeting of the Board following the expenditure.

JOB DESCRIPTIONS FOR ROSEVILLE AREA HIGH SCHOOL FOOTLIGHTS FOUNDATION OFFICERS

President

The president provides leadership to officers and members. The president communicates with officers to ensure that they are meeting their responsibilities. The president also oversees the schedule of events and is empowered to appoint assistants for any and all projects.

- Provides overall leadership and direction to the Foundation;
- Establishes short- and long- range objectives and goals in conjunction with the Board of Directors;
- Coordinates Foundation activities through the Board of Directors;
- Presides at meetings of the Foundation and its Board of Directors;
- Structures the organization to ensure continuity by providing opportunities for new leadership to develop;
- Exercises overall financial responsibility for the Foundation;
- Approves all Foundation press releases, newsletters, electronic communications, and other publications;
- Maintains a roster of officers and other board members with current address and telephone and email information;
- Maintains contact on Foundation activities with the RAHS drama department.

Vice President

The vice president can preside at meetings in the absence of the president, shall assist the president and shall perform such duties as may be assigned to him or her by the Board of Directors. There is no requirement that the Vice President take on the role of President following their term as Vice President. Some duties which may be assigned to the Vice President:

- Plan an event for the Foundation;
- Solicit donations for the Foundation;
- Provide timely and interesting advance information for newsletters, media releases, and mailing;
- Provide or coordinate information on forthcoming events to the secretary for inclusion in meeting notices, newsletters, etc.

Corresponding Secretary

- Handles and maintains records of Foundation correspondence;
- Coordinates mailing/emailing of notices/newsletters to active members;
- Informs Roseville Area High School drama department of plans and activities by forwarding copies of all newsletters and special reports;

- Maintains email and/or mailing address information for active members. This may be done through a committee or with the help of the drama department.
- Helps during some Foundation events during the year.

Recording Secretary

- Maintains official records of meeting;
- Distributes official record to Board of Directors;
- Helps during some Foundation events during the year.

Treasurer

- Oversees Foundation finances, collects dues, and receives proceeds from Foundation events and other moneys;
- Assists the president and other officers in preparing and maintaining program budgets and financial controls;
- Maintains and supervises Foundation bank accounts; co-signs bank account with President of the Foundation;
- Pays all Foundation bills;
- Prepares and submits financial statements to the president and the Board of Directors;
- Files IRS Form 990 (as required for organizations independently exempt from income tax and for those with average gross receipts over \$25,000 per year) or other required IRS forms;
- Submits an Annual Treasurer's Report to the Foundation president by the end of fiscal year.

Members-at-Large

Members-at-Large serve the Board in a variety of ways, depending on what is needed by the Foundation. They may coordinate or run special projects. They may fill in for another board member if that board member is unable to fulfill his or her duties. They may help with fundraising. They may take on a long-term project, for example setting up an alumnae group or acting as a liaison to RAHS Drama staff.