



Bylaws of the Loveland High School Performing Arts Boosters

ARTICLE I

Offices

1. The principal office and place of business of the association shall be in the City of Loveland, County of Larimer, State of Colorado (hereinafter, the “State”). The Board of Officers may change the principal place of business at any time. The association may also have offices at such other places both within and without the State, as the Board of Officers may from time to time approve.
2. Registered Office. The Association shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Officers. Registered Office is Loveland High School in Loveland, Colorado and Name associated with this registered office will be the Loveland High School Activities & Athletics Director.

ARTICLE II

Purpose

1. The object and the purpose of the Association shall be to serve as a parent-teacher organization; to promote ways and means of providing for the needs of the Loveland High School Performing Arts Programs, above those supplied by the Thompson R2J School District. The Association shall seek neither to direct the administrative activities of the Performing Arts Programs nor control its policies. Rather, the Association shall support the programs and policies recommended by the Director/s of

The Performing Arts. The role of the association in no way is intended to override the artistic and professional decisions makings of the Performing Arts Directors at Loveland High School hired by the Thompson School District.

2. This Association shall not contemplate monetary gain or profit or distribution of profits or dividends to the members thereof.

ARTICLE III

Membership

1. **Required Membership.** Those required for membership in the Loveland High School Performing Arts Boosters shall comprise:
 - a. Students involved in the Performing Arts Programs (not limited to but including Auditioned Choirs and Cast of Dramatic Plays, etc.) at Loveland High School in Loveland, Colorado;
 - b. Parent(s) and legal guardian(s) of the students involved in the Performing Arts Programs (not limited to but including Auditioned Choirs and Cast of Dramatic Plays, etc.) at Loveland High School in Loveland, Colorado;
 - c. Director(s) at Loveland High School involved in the Performing Arts Programs (i.e. Choir Programs, Drama/Theater Programs, etc.) in Loveland, Colorado;
2. **Eligible for Membership.** Those eligible for membership in the Loveland high School Performing Arts Boosters shall comprise:
 - a. Alumni of the Performing Arts Programs at Loveland High School in Loveland, Colorado;
 - b. Parent(s) and legal guardian(s) of current students involved in non-audition choirs and theater/drama classes at Loveland High School in Loveland, Colorado;
 - c. Parent(s) and legal guardian(s) of alumni of the Performing Arts Programs at Loveland High School in Loveland, Colorado;
 - d. Teachers at Loveland High School in Loveland, Colorado;
 - e. Interested community members

3. **Registration.** Parents & Guardians of the Choir and Theater Programs are required to register their contact information byway of forms provided by the Board Secretary. Upon enrollment of a student in the Loveland High School Choir and/or Drama Theater programs as well as student(s) involved in the production of any Drama Production or Musical, both student(s) and parent(s)/guardian(s) are members of the Association with full rights of membership.
4. **Voting.** Members shall be entitled to one vote on each matter submitted to a vote of the members.
5. **Termination.** The Board of Officers, by affirmative vote of two- thirds of all the members of the Board, may suspend or expel a member after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting of the board, terminate the membership of any member.
6. **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Officers may, by the affirmative vote of two-thirds of members of the Board, reinstate such former member to membership upon such terms as the Board of Officers may deem appropriate.
7. **Transfer.** Membership in the Association is not transferable or assignable.

ARTICLE IV

Meetings of Membership

1. **Annual Meeting.** The annual meeting of the members of the association shall be held each year during a regularly scheduled meeting in April or May. The annual meeting shall be held for the election of Officers and the transaction of such other business as may properly come before it. At each annual meeting, the Board of Officers shall submit to the membership a report of the corporation's business Activities during the preceding year and the general financial condition of the corporation.
2. **Regular Member Meetings.** This organization shall meet at monthly during the school year, with the exception of December, with dates and times to be determined by the Board before the school year begins.
3. **Special Meetings.** Special meetings of the members may be called by or at the direction of the President with approval of the Board of Officers.

4. Notice. Notice of any meetings, annual, regular or special, shall specify the date, time, place and purpose of the meeting and shall be delivered, either personally, by mail or by email, to all members.
5. Voting. All acts and resolutions of the members shall be deemed adopted upon a favorable vote of a majority of the votes cast by members present, including all received proxies, qualified to vote. Members holding one-tenth of the votes entitled to be cast on the matter shall constitute a quorum.
6. Robert's Rules of Order, Newly Revised shall govern all meetings when not inconsistent with the bylaws.
7. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Proxy voting shall be limited solely to propositions and issues specifically set forth and discussed in the notice of the meeting and general, unrestricted proxy voting shall not be permitted. Such proxies shall be deemed to be extended if the meeting for which the proxy was given is postponed or continued, but no proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. In the absence of a proxy the vote will not be counted towards the quorum.

ARTICLE V

Board of Officers

1. Officers. The Board of Officers shall consist of the Executive Officers of the Association as described in ARTICLE VI of these bylaws. The immediate past President, and the past Board Officers as described in ARTICLE VII of these by-laws will be non-voting ex officio members. The Board of Officers shall consist of not less than four (4) members.

Power and Duties. The Board of Officers shall have control and general management of the affairs, property and business of the corporation and subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Officers may deem proper.

1. Meetings. Regular meetings of the Board of Officers may be held without notice at such time and at such place as shall from time to time be determined by the Board of Officers. Special meetings of the Board of Officers may be called by or at the direction of the President or any two (2) Officers. Notice of the time and place of any meeting of the Board of Officers shall be given, either written or orally, no later than two days prior to the meeting.
2. Quorum. At all meetings of the Board of Officers, a majority of the Board of Officers shall constitute a quorum for the transaction of business. An Officer who misses three consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation through another Officer to the Board prior to such meetings, may be removed by the affirmative vote of a majority of the Officers present at any meeting.
3. Action Without Meeting. Any action required by law to be taken at a meeting of the Board of Officers or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action taken is approved by all the Officers entitled to vote.

ARTICLE VI

Executive Officers

1. Officers. The executive Officers of the association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. No two offices shall be held by the same person concurrently.
2. Selection.
 - a. Nomination. Nomination of candidates for executive Officers shall be made in writing to the Secretary no less than 15 days before the annual meeting.

b. Approval. Candidates for executive Officer will be interviewed by the Board of Officers for approval prior to the annual meeting. A list of the approved candidates for each position will be displayed on the Loveland Performing Arts Website.

c. Election. The executive Officers of the association shall be elected from the list of approved candidates by plurality of the Members present at the annual meeting.

3. Term of Office. Officers shall hold office for one (1) year, commencing July 1, or until their successors are elected. The outgoing Board of Officers shall attend, without vote, a joint meeting with the newly elected and constituted Board of Officers. This joint meeting shall be held prior to June 30.

4. Duties:

a. President. The President shall:

(1) Preside at all meetings of the Members; (2) Serve as Chairman and preside at all meetings of the Board of Officers; (3) Have general and active control of the affairs and business of the corporation; (4) Perform general supervision of the Officers, agents and employees of the corporation; (5) Have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the Board of Officers adopted from time to time.

The President may also have any other powers and duties as may be conferred by the Board of Officers or as may be prescribed by these bylaws.

b. Vice Presidents. Vice Presidents shall have the duties that the Board of Officers or the President may delegate to them from time to time. In the absence of the President or his or her inability to act, the duties and powers of the office shall be performed and exercised by a Vice President.

c. Secretary. The Secretary shall: (1) Keep the minutes and act as

Secretary of all meetings of the Board of Directors; (2) Keep the minutes and act as Secretary of all meetings of the Members; (3) Be the custodian of the corporation records; (4) Perform all duties usually customary to the office of Secretary including such duties as may prescribed by these bylaws; (5) Review and keep a hard copy of all Bank Statements; (6) Perform such other duties as may be assigned from time to time by the President.

d. Treasurer. The Treasurer shall: (1) Have general supervision over the receipt and disbursement of all funds and securities of the corporation; (2) Deposit or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies that the Board of Directors may designate; (3) Keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation; (4) Keep or cause to be kept full and accurate records of student accounts; (5) Give a brief report of the financial condition of the corporation at regular meetings or the Board of Directors; (6) Whenever required by the Board of Directors or these bylaws, render or cause to be rendered financial statements of the corporation; (7) File all required tax forms in accordance with governing law; (8) Keep Checkbook;

5. Resignation. Any Officer may resign at any time by delivering written notice to the Board of Officers. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).
6. Removal. Any Officer may be removed at any time by the affirmative vote of two thirds of all of the Officers, provided that the notice of the meeting where such action is taken specifies that one of the items on the agenda for said meeting shall be the proposed removal of such Officer.
7. Vacancies. A vacancy of any office may be filled for the unexpired term of the predecessor in that office by a majority vote of the remaining Officers at any meeting of the Board of Officers.

ARTICLE VII

General Provisions

1. **Fiscal Year.** The fiscal year of the corporation shall be July 1st through June 30th by resolution of these bylaws.
2. **Annual Statement.** The Board of Officers shall present at each annual meeting, and at any special meeting of the membership when called for by vote of the membership, a full and clear statement of the business and condition of the corporation.
3. **Contracts.** The Board of Officers may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
4. **Funds.** The Treasurer will hold in reserve sufficient funds to meet the contractual commitments and operating requirements of the corporation. Any needs above and beyond this reserve, as presented by the Treasurer, are to be available to be requested in a formal proposal to the Board of Officers by the Loveland High School Performing Arts Program Directors.
5. **Signature on Checks, etc.** All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the same name of the association by the Officers or persons that the Board of Officers of the association may from time to time designate by resolution. Checks will be signed only by the Treasurer.
6. **Debit/ Credit Cards.** In order to accommodate the exigent needs of today's society to conduct business electronically, the Board will annually review and authorize the issuance of a debit card for use by the Board President and Board Vice President.
 - a. Debit card transactions will be considered to be satisfied when a request to purchase has prior approval through a motion at a board meeting or an email decision by the board that is ratified at the next regular meeting of the board or if purchases are within the predetermined budget as set by the Board of Officers.

- b. In the event that prior approval for the transaction is not obtained, immediate notification with all details of the transaction must be made to the board. The board will decide if the transaction would have been approved or if the debit card should be confiscated for reasons of misuse.
7. Gifts. The Board of Officers may accept on behalf of the corporation any donation, contribution, gift, bequest, or device for general purposes or for any special purpose of the corporation.
8. Compensation / Reimbursement:
- a. Board of Officers. The Officers of the association shall serve as such without salary, but the Board of Officers may authorize the payment of the reasonable expenses incurred by Officers in the performance of their duties and reasonable compensation for special services rendered by any Officer. Except as provided in this section, no Officer or Director of the association shall receive, directly or indirectly, any salary or other compensation from the association.

ARTICLE VIII

Conflicts of Interest

No Officer of the association shall be interested, directly or indirectly, in any contract relating to the operations conducted by the association, nor in any contract furnishing services or supplies to the association, unless such contract is authorized by a majority of the Board of Officers at a meeting at which the presence of such interested Officer is not necessary for the purpose of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Officers present at the meeting at which such contract shall be authorized.

ARTICLE IX

Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceeding's meetings of its Members, Board of Officers and Committees having any of the authority of the Board of Officers. All books and records of the corporation may be inspected by any member or his agent or attorney, with a formal request

submitted to the Board of Officers.

ARTICLE X

Indemnification and Insurance

1. **Indemnification.** No Loveland High School Performing Arts Director or Officer of the association shall be personally liable for any obligations of the association or for any duties or obligations arising out of any acts or conduct of said Director or Officer performed for or on behalf of the association. The association shall and does hereby indemnify and hold harmless each person and his/her heirs and personal representatives who shall serve at any time hereafter as a Director or Officer of the association from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore and hereafter serving as a Director or Officer of the association, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Non-profit Corporation Act or the corporation laws of any state in which the Corporation transacts business provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The association, its Directors, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Officers, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office and shall continue to such person who has ceased to be an Officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
2. **Insurance.** The corporation may purchase and maintain insurance on

behalf of any person who 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, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the Colorado Non-profit Corporation Act.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Non-profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments

These bylaws may be altered, amended or repealed or new bylaws may be adopted by a two-thirds majority vote of the membership present at any meeting of the membership as provided herein. The proposed amendments or action regarding these bylaws must have been presented in writing at the preceding meeting of the organization.

Adopted July 2022

