

**BYLAWS OF THE
DRIPPING SPRINGS THEATRE BOOSTER CLUB, INC.
AS AMENDED**

ARTICLE I: NAME

The name of this organization is the Dripping Springs Theatre Booster Club, Inc. ("DSTBC"), a nonprofit corporation.

ARTICLE II: ARTICLES OF ORGANIZATION

The articles of organization of the DSTBC include (a) the bylaws of such organization and (b) the articles of incorporation of such organization.

ARTICLE III: OFFICES

The principal office of the DSTBC shall be located at Dripping Springs High School, 940 Highway 290 West, Dripping Springs, in the county of Hays, State of Texas. The DSTBC may have such other offices as the Board of Directors of the DSTBC (the "Board") may determine from time to time. Permanent records are to be maintained at the principal office of this Corporation.

ARTICLE IV: PURPOSES

Section 1. The purposes of this Corporation shall be:

- a. To support the faculty of Dripping Springs Independent School District ("DSISD") Campus Theatre and Technical Theatre Departments and their programs.
- b. To promote and encourage a cooperative relationship among the administration, faculty, parents, students, and the local community in the Theatre programs on DSISD campuses.
- c. To provide volunteers and financial support to the DSISD Theatre programs.
- d. To provide volunteers and financial support to the student Thespian Troupe 6261 at Dripping Springs High School, and any future Theatre student groups formed on any other DSISD campus.

Section 2. The corporation is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

ARTICLE V: BASIC POLICIES

The following are basic policies of the DSTBC.

- a. The DSTBC shall be noncommercial, nonsectarian and nonpartisan.

- b. The name of the DSTBC or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Purposes of the DSTBC.
- c. The DSTBC shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- d. The DSTBC shall not enter into membership with other organizations except as may be approved by the membership. The DSTBC may cooperate with other organizations and agencies concerned with education and the theatre arts, but a member shall make no commitments that bind the DSTBC without the express permission of the membership.
- e. No part of the net earnings of the DSTBC shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the DSTBC be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the Purposes set forth in Article IV hereof.
- f. Notwithstanding any other provision of these articles, the DSTBC shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- g. Upon the dissolution of the DSTBC, after paying or adequately providing for the debts and obligations of the DSTBC, the remaining assets shall be distributed to DSISD Campus Theatre Department/s and/or programs as approved by the general membership at the dissolution meeting.

ARTICLE VI: MEMBERSHIP, DUES, AND VOTING RIGHTS

Section 1. Membership in DSTBC

Membership in DSTBC shall be made available without regard to race, color, religion, sex, handicap, national origin or familial status.

Section 2. Annual Enrollment

DSTBC shall conduct an annual enrollment of members, but may admit persons to membership at any time upon payment of dues.

Section 3. Annual Dues

The Board may set and change the amount of annual membership dues, if any, payable to the corporation by members. Consideration as a member in good standing requires the payment of any required dues.

Section 4. Participation in Meetings

Only members of the DSTBC shall be eligible to participate in the business meetings or to serve in any of its elective or appointive positions.

Section 5. Time and Duration of Membership

The membership year of the DSTBC shall begin on August 1 and end the following July 31 or such annual dates as the Board may set.

Section 6. Volunteering

While the DSTBC encourages its members to volunteer on DSISD Campuses, there are no minimum requirements of volunteer hours for members of DSTBC.

Section 7. Voting Rights

Each identifiable member in good standing is entitled to one vote. Only votes cast by members present will be counted. No proxy voting will be permitted. Verification of membership will occur prior to voting on any issue.

Section 8. Termination of Membership

Members may resign at any time by written notification to the President. Dues paid, if any, will not be prorated.

ARTICLE VII: OFFICERS AND THEIR ELECTION

Section 1. Officer Membership

Each officer of DSTBC shall be a current member in good standing of DSTBC.

Section 2. Officers and Their Election

- a. The officers of the DSTBC shall consist of a president, a vice president, a secretary (recording and corresponding), and a treasurer.
- b. The president, vice president, secretary and treasurer shall be elected by ballot at the Election Meeting, the month to be determined by the Board at the beginning of the year. However, if there is but one (1) nominee for any office, election for that office may be by voice vote.
- c. Terms of office coincide with the fiscal year. Officers shall assume their official duties following the end of the fiscal year and shall serve for a term of one year or until their successor is elected.
- d. The officers of the DSTBC shall be employed by DSISD or have a student currently enrolled in DSISD.
- e. No office shall be held by the same person for more than two (2) consecutive terms. One who has served more than one-half (1/2) of a term shall be credited with having served that term.

Section 3. Nominating Committee

- a. There shall be a nominating committee elected by the membership at a regular meeting prior to the election meeting. Elections shall be by plurality. The committee shall be composed of three (3) members. One (1) alternate shall be elected to serve in the event a member is unable to serve. The committee shall elect its own chairman following the meeting.
- b. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor. The report shall be publicized to the DSTBC membership through regular publicity channels at least seven (7) days before the election meeting.
- c. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.
- d. No member shall automatically serve on this committee because of his or her office in DSTBC or position in the school system.
- e. The president does not serve as a member of this committee, nor does he or she appoint any member of the committee.

Section 4. Vacancies

A vacancy occurring in any office because of death, resignation, removal or disqualification shall be filled by presidential appointment until an election may be held at a Board meeting. In case a vacancy occurs in the office of president, the vice president shall serve as president and appoint a successor until an election may be held at a Board meeting.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. The President shall:

- a. Coordinate the work of the officers and committees of DSTBC in order that the Purposes may be promoted;
- b. Confirm that a quorum is present before conducting any business at any meeting of the DSTBC;
- c. Preside at all meetings of the DSTBC; and vote only in the event of a tie.
- d. Appoint chairmen of standing and special committees subject to approval of the Board;
- e. Be authorized to sign on bank accounts as one of two required signatures on all checks; and may appoint additional signatories.
- f. Be authorized to sign contracts that have been approved by the Board;
- g. Confirm the Board has reviewed and the membership has adopted the DSTBC Records Retention Policy annually;
- h. Call a meeting of the newly elected officers within thirty (30) days after the election meeting for the purpose of approving appointments of other Board members, standing committee chairmen and such other business as becomes necessary;
- i. Be listed as the principal officer and be authorized to sign tax documents; and

- j. Serve as a nonvoting (except in the event of a tie) ex-officio member of all committees except the nominating and audit committees.

Section 2 – The Vice President shall:

- a. Act as aide-to-the-president;
- b. Preside in the absence of the President, and;
- c. In general, perform all duties incident to the office of Vice President and such other duties as may be required by law, by the Certificate of Formation of the DSTBC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 2 - The Secretary shall:

- a. Record the minutes of all meetings of the DSTBC;
- b. Keep an accurate record of attendance at all meetings of the DSTBC;
- c. Be responsible for correspondence;
- d. Have a current copy of the bylaws;
- e. Maintain the Records Retention Policy;
- f. Maintain the adopted ethics/conflict of interest policy as signed by the current Board members;
- g. Be responsible for communication with other parties and members of the DSTBC,
- h. Coordinate with the Treasurer to maintain a membership list, which shall not be released to outside interests;
- i. If applicable, be custodian of the seal of the DSTBC and if requested to shall affix the seal, as authorized by law or the provisions in the Bylaws, to duly executed documents of the DSTBC; and
- j. In general, perform all duties incident to office of Secretary, and other such duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned to him or her by the Board.

Section 3 - The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the DSTBC, and deposit all such funds in the name of the DSTBC in such banks, trust companies, or other depositories as shall be selected by the Board;
- b. Receive and give receipt for, monies due and payable to the DSTBC from any source whatsoever;
- c. Make disbursements in accordance with the budget adopted by the membership;
- d. Sign on bank accounts as one of two required signatures on all checks;
- e. Keep and maintain adequate and correct accounts of the DSTBC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- f. Present a financial report, both written and verbal, at every meeting of the DSTBC and as requested by the Board or the membership;

- g. Propose financial policies to the Board for approval.
- h. Make a full report at the annual meeting;
- i. Coordinate with the Secretary to maintain a membership list, which shall not be released to outside interests;
- j. Serve as a member of the Annual Budget Committee.
- k. Present books to the audit committee as requested; and
- l. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation of the DSTBC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4. Officer Duties and Requirements

- a. All officers shall perform the duties outlined in these Bylaws and those assigned from time to time.
- b. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president without delay, all records, books, electronic files, computer discs and/or other programs pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office with a full accounting.
- c. The same family may not hold the office of treasurer for more than two (2) consecutive years.
- d. No family may hold more than one (1) office during a year.
- e. The Officers will receive no remuneration for their board service.

ARTICLE IX: GENERAL MEMBERSHIP MEETINGS

Section 1. Number of General Membership Meetings

- a. The DSTBC shall hold a minimum of three (3) meetings a year.
- b. The time and dates of general membership meetings are to be established by the Board at its first meeting of the year. Three (3) days notice shall be given if change of date is needed.
- c. One general membership meeting shall be the election meeting, and for any other necessary business.
- d. One general membership meeting shall be the annual meeting for the purpose of receiving reports of officers and chairmen and for any other necessary business.

Section 2. Special General Membership Meetings

Special meetings of DSTBC may be called by the president or by a majority of the Board, at least three (3) days notice having been given.

Section 3. Quorum for General Membership Meetings

The number of members in good standing attending in person, but not less than five, shall constitute a quorum for the transaction of business in any general membership meeting of the DSTBC.

ARTICLE X: BOARD OF DIRECTORS

Section 1. Board Composition

The Board shall consist of:

- a. The officers of the DSTBC, presided over by the President who shall vote only in the event of a tie or to establish a quorum.;
- b. The chairmen of standing committees;
- c. One (1) voting and one (1) alternate parent representative from each DSISD campus with an operational theatre program, and;
- d. One (1) nonvoting ex-officio DSISD Faculty representative from each campus with an operational theatre program.

Section 2. Duties of the Board

The duties of the Board shall be to:

- a. Transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by the membership;
- b. Approve operational policies and rules, whether by recorded meeting vote or by creation of standing rules;
- c. Present a report at the general membership meetings of DSTBC;
- d. Create standing and special committees;
- e. Adopt the DSTBC Ethics/Conflict of Interest Policy annually;
- f. Review the DSTBC Records Retention Policy annually;
- h. Prepare and submit an annual budget for the upcoming fiscal year to the membership for adoption;
- i. Approve routine bills within the limits of the budget; and
- j. Fill vacancies of the Board.

Section 3. Duties of Board Members

The duties of each board member shall be to:

- a. Attend all meetings of the DSTBC;
- b. Be a current member in good standing of the DSTBC;
- c. Have a current copy of the current bylaws, conflict of interest policy and annual budget.
- d. Deliver to their successors or the president all official materials within fifteen (15) days following the date at which their successors assume their duties;
- e. Sign the Ethics/Conflict of Interest Policy, as adopted; and
- f. Perform the duties outlined in these Bylaws and those assigned by the president or membership from time to time.

Section 4. Board Meetings

- a. Regular meetings of the Board shall be held prior to each general membership meeting of the DSTBC, the time to be determined by the Board at its first meeting of the year.
- b. If the voting Board membership totals eight or fewer members, a quorum shall be three members in attendance. For board of nine or more voting members, five in attendance shall constitute a quorum.
- c. Only one (1) parent representative from each campus with an operational theatre program in attendance at the Board meeting, shall have full board privileges for that meeting. The other parent representative may attend as a non-voting guest for that meeting, and shall not be counted toward quorum.
- c. Special meetings of the Board may be called by the president or by a majority of the members of the Board, at least three (3) days notice being given.
- d. All meetings of the Board shall be held at the principal office of the organization, or at such other place, either within or without the state of Texas, as shall be designated on the notice of the meeting or agreed upon by a majority of the Board entitled to vote thereat.
- e. There shall be no proxy voting.

Section 5. Emergency Voting

In an emergency situation, the Board may vote by phone, email, or other electronic means if authorized by the president. The Board members shall have at least twenty-four (24) hours to cast their votes. A two-thirds (2/3) vote of the entire Board is required for adoption, and the vote shall be recorded in the minutes of the next regular meeting of the Board.

Section 6. Removal

By two-thirds (2/3) vote of the Board, an officer or chair may be removed from office and from the Board for failure to attend three (3) consecutive meetings, failure to perform duties, failure to sign the adopted Ethics/Conflict of Interest Policy, or criminal misconduct or unethical behavior in DSTBC business.

ARTICLE XI: STANDING AND SPECIAL COMMITTEES

Section 1. Creation of Committees

- a. The Board may create such standing and special committees as it may deem necessary to promote the Purposes and carry on the work of the DSTBC. The term of each chairman shall be determined upon creation of the committee.
- b. The newly elected president shall call a meeting of the incoming officers within thirty (30) days after the election for the purpose of approving standing committee chairmen and such other business as becomes necessary.
- c. Only members of the DSTBC shall be eligible to serve as committee chairs.

Section 2. Committee Member Eligibility

The Board may establish qualifications for membership on a committee.

Section 4. Duties of Committee Chairs

All standing committee chairmen shall:

- a. Deliver to their successors or the president all official materials within fifteen (15) days following the date at which their successors assume their duties;
- b. Perform the duties outlined in these Bylaws and those assigned by the president or membership from time to time; and
- c. Have a current copy of the DSTBC bylaws, conflict of interest policy and annual budget.

Section 5. President as Ex-officio Member

The president shall be a nonvoting ex-officio member of all committees except the nominating and audit committees.

Section 6. Committee Limitations and Restrictions

Establishing a committee or delegating authority to it will not relieve the Board, or any individual board member, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- a. Amend the articles of incorporation.
- b. Adopt a plan of merger or of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the DSTBC's property and assets.
- d. Authorize voluntary dissolution of the DSTBC.
- e. Revoke proceedings for voluntary dissolution of the DSTBC.
- f. Adopt a plan for distributing the DSTBC's assets.
- g. Amend, alter, or repeal these Bylaws.
- h. Elect, appoint, or remove a member of a committee or a Board member of the DSTBC.
- i. Approve any transaction to which the DSTBC is a party that involves a conflict of interest defined in Article XII Section 4 below.
- j. Take any action outside the scope of authority delegated to it by the Board.
- k. Take final action on a matter requiring membership approval.

ARTICLE XII: TRANSACTIONS OF DSTBC

Section 1. Contracts

The President is the sole Board member authorized by the Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the DSTBC upon approval of the Board, and such authority may be general or may be confined to specific instances.

Section 2. Deposits

All funds of DSTBC shall be deposited to the credit of DSTBC in such banks, trust companies, or other depositories as the Board may select.

Section 3. Gifts and Grants

The Board may accept, or reject, on the DSTBC's behalf, any contribution, gift, grant, bequest, or device for the general purposes or for any special purpose of the DSTBC. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law (including UIL guidelines), and provisions set out in federal tax law that must be complied with to maintain the DSTBCs federal and state tax status.

Section 4. Potential Conflicts of Interest

The DSTBC shall not make any loan to a Director or officer of the DSTBC. The DSTBC shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the DSTBC unless the transaction is described fully in a legally binding instrument and is in the best interests of the DSTBC. The DSTBC shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the DSTBC without full disclosure of all relevant acts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

Section 5. Prohibited Acts

As long as the DSTBC is in existence, and except with the prior approval of the Board, no Director, officer, committee member, or member of the DSTBC shall:

- a. Do any act in violation of the Bylaws or a binding obligation of the DSTBC.
- b. Do any act with the intention of harming the DSTBC or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the DSTBC.
- d. Receive an improper personal benefit from the operation of the DSTBC.
- e. Use the assets of the DSTBC, directly or indirectly, for any purpose other than carrying on the business of the DSTBC.
- f. Wrongfully transfer or dispose of DSTBC property, including intangible property such as goodwill.
- g. Use the name of DSTBC (or any substantially similar name) or any trademark or trade name adopted by the DSTBC, except on behalf of the DSTBC in the ordinary course of the DSTBC's business.
- h. Disclose any of the DSTBC business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section 8. Annual Budget

The Board will appoint an annual budget committee of not less than five members. The President and Treasurer are ex-officio members. The budget committee will present a budget

and annual plan for the following year, for approval at a designated general membership meeting. The Theatre Directors from each campus with an operational theatre program will be asked to submit budget requests for activities and programs for the coming year at the Board meeting at least one month prior to the general membership meeting designated for budget approval.

ARTICLE XIII: CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The DSTBC shall keep correct and complete books and records of account. All books and records will be kept in accordance with the Records Retention Policy adopted by the DSTBC. The books and records include:

- a. Minutes of all meetings of the DSTBC, the Directors and committees of DSTBC indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the DSTBC, including, but not limited to the Articles of Incorporation and any articles of amendment, related articles, articles of merger, articles of consolidation, and statement of change of registered officer or registered agent.
- d. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- e. All rulings, letters, and other documents relating to the DSTBC's federal, state, and local tax status.
- f. The DSTBC's federal, state, and local tax information or income tax returns.

Section 2. Corporate Seal

The Board may adopt, use and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Inspection and Copying

Any member, director, officer, or committee member of the DSTBC may inspect and review copies of all the corporate books and records requested to be kept under the Bylaws and the Records Retention Policy. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the DSTBC. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the DSTBC receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor, but may not exceed 10 cents per page. The DSTBC will provide requested

copies of books and records no later than five working days after receiving a proper written request.

ARTICLE XIV: FISCAL ACCOUNTABILITY

Section 1. Fiscal Year

The fiscal year of this organization shall begin on July 1 and end on the following June 30.

Section 2. Signers of the Bank Account/s

Signers of the bank account/s shall not be related by blood or marriage and shall not reside in the same household.

Section 3. Audit Committee

The Board shall have an audit of the DSTBC's books conducted annually. The audit may be performed by a qualified accountant or by an appointed audit committee. An audit committee shall be appointed by the president subject to the approval of the Board no later than the last meeting prior to the end of the fiscal year, consisting of:

- a. Not less than three members who are not authorized signers; or
- b. A qualified accountant who is not an authorized signer.

The audit committee shall not be related by blood or marriage and shall not reside in the same household as the authorized signers.

Any member may have an audit conducted of the DSTBC's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the DSTBC to an audit more than once in any fiscal year.

Section 4. Audit Report

The audit committee report shall be presented and adopted by a majority vote of the DSTBC membership present, no later than the second regular Board meeting following the appointment of the audit committee.

ARTICLE XV: INDEMNIFICATION, INSURANCE AND RELATED MATTERS

Section 1. When Indemnification is Required, Permitted, and Prohibited

- a. The DSTBC will indemnify a director, officer, member, committee member, employee, or agent of the DSTBC who was is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the DSTBC. For the purposes of this article, an agent includes one who is or was serving at the DSTBC's request as a director, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

- b. The DSTBC will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the DSTBC's best interest. In case of criminal proceeding, the person may be indemnified only if he or she had not reasonable cause to believe that the conduct was unlawful. The DSTBC will not indemnify a person who is found liable to the DSTBC or if found liable to another on the basis of improperly receiving a personal benefit from the DSTBC. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the DSTBC.
- c. The DSTBC will pay or reimburse expenses incurred by a director, officer, member, committee member, employee or agent of the DSTBC in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the DSTBC when the person is not named a defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in the paragraph, the DSTBC may indemnify a director, officer, member, committee member, employee, or agent of the DSTBC to the extent permitted by law. However, the DSTBC will not indemnify any person in any situation in which indemnification is prohibited by Section 1.a. above.
- e. The DSTBC may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Section 3.c. below, have been satisfied. Furthermore the DSTBC will never advance expenses to a person before final disposition of a proceeding if the person is named a defendant or respondent in a proceeding brought by the DSTBC or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent and Nature of Indemnity

The indemnity permitted under the Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the DSTBC, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. Procedures Relating to Indemnification Payments

- a. Before the DSTBC may pay any indemnification expenses (including attorney's fees), the DSTBC must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 3.c. below. The DSTBC may make these determinations and decisions by any one of the following procedures:

- i. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents on the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - iii. Determination by special legal counsel selected by the Board by the same vote and provided in subparagraph i or ii above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all the directors.
 - iv. Majority vote of the members, excluding directors or other members who are named defendants or respondents in the proceeding.
- b. The DSTBC will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph a.iii above, governing selection of special legal counsel. A provision contained in the Articles of Incorporation, or a resolution of members of the Board that requires the indemnification permitted by Section 1 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. The DSTBC will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph a. above. In addition to this determination, the DSTBC may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for the indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the DSTBC if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to pay.
- d. Any indemnification or advance of expenses will be reported in writing to the DSTBC's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12 month period immediately following the date of indemnification or advance.

Section 4. Insurance

The DSTBC may purchase and maintain to the full extent permitted by the laws of the State of Texas as they presently exist or hereafter may be amended, insurance on any property owned or leased by the DSTBC as well as on behalf of any member, officer, director, employee, trustee, or agent of the DSTBC who is or was serving at the request of the DSTBC as an officer, director, employee, partner (limited or general), trustee, or agent of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status.

ARTICLE XVI: NOTICES

Section 1. Mail, Website Posting or Email

Any notices required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the DSTBC may be given by mail or email. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by email, a notice is deemed delivered when accepted by the internet service provider company and addressed to the person at his or her email address as it appears on the corporate records. If given by posting on a designated online site, a notice is deemed delivered when it is posted on the site and available for viewing via public Internet access. A person may change his or her address in the corporate records by giving written notice of the change to the secretary or treasurer of the DSTBC.

Section 2. Signed Waiver of Notice

Whenever any notice is required by law or under the Articles of Incorporation, or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 3. Waving Notice by Attendance

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the DSTBC in all cases in which they are applicable and in which they are not in conflict with these bylaws, or the Articles of Incorporation.

ARTICLE XVIII: AMENDMENTS

Section 1. Amendments

- a. These bylaws may be amended at any membership meeting of the DSTBC, provided a quorum is present, by two-thirds (2/3) vote of the members present and voting. Notice of the proposed amendment shall have been given at least seven (7) days prior to the meeting at which the amendment is voted on.
- b. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a membership meeting of the DSTBC, or by a two-thirds (2/3) vote of the Board. The procedure for action on amendments in Section 1.a. should then be followed.

Section 2. Bylaws Review Frequency

The DSTBC shall review these bylaws no less than every five (5) years.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Dripping Springs Theatre Booster Club, Inc. and that these Bylaws as amended above constitute the Corporation's Bylaws. These amended Bylaws were duly adopted at a meeting of the Board of Directors, and approved by unanimous vote of a quorum of the Members of the Corporation at a meeting held November 18, 2014.

Date Amended:

11/18/2014

Certified by:

SueAnna Thomas

**SueAnna Thomas
Secretary of the Corporation**