

**BY LAWS OF
DTASC
A CALIFORNIA CORPORATION**

ARTICLE I. NAME

The name of the corporation shall be DTASC, dba The Drama Teachers Association of Southern California.

ARTICLE II. OBJECTIVE

The corporation is organized to create a network where theatre educators and students can effectively communicate ideas, share resources, workshops and showcase their theatre skills. The corporation seeks to create an environment that fosters the best in educational theatre through performance opportunities, diversity and professional adjudication. The corporation supports and rewards hard work, and commitment to the discipline of theatre and education.

ARTICLE III. MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP. Active membership is open to any person teaching any element of dramatic arts for grades 6 through 12 in Southern California schools.

Section 2. ASSOCIATE MEMBERSHIP. Associate membership may be extended, upon the recommendation of the corporation's president and the approval of its executive board, to persons of eminence in the speech and drama field, and to those persons who have rendered conspicuous service within the Drama Teachers Association of Southern California.

Section 3. EMERITUS MEMBERSHIP. Emeritus membership is open to individuals who have rendered conspicuous service within DTASC, pending approval by the executive board. Emeritus membership does not include competition participation. There are no yearly dues for this type of membership. However, Emeritus members who are coaching students for festival participation must pay dues for each school at which they coach. **Emeritus members in good standing, as determined by the board of directors, are eligible to vote at all times.**

ARTICLE IV. OFFICES

Section 1. PRINCIPAL EXECUTIVE OFFICE. The corporation's principal executive office shall be fixed and located at such a place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal executive office from one location to another.

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BYLAWS, CONTINUED

Section 2. OTHER OFFICES. Branch or subordinate offices may be established at any time by the Board and at any place or places.

ARTICLE V. EXECUTIVE BOARD AND ADVISORY BOARD

Section 1. THE EXECUTIVE BOARD. The following elected officers of the organization shall constitute an executive board: president, executive vice-president, middle school and senior high vice-presidents, membership secretary, recording secretary, high school and middle school festival registrars, and treasurer. The past president shall serve on this board ex-officio.

Section 2. THE ADVISORY BOARD. The Advisory Board shall constitute: officers appointed in various capacities, including but not limited to parliamentarian, historian, web manager, and the chairpersons or coordinators of tabs, judges and rules. The president may create and appoint positions as needed. All appointed positions need a simple majority approval from the board. The Advisory Board shall serve as ad hoc (non-voting) members of the Executive Board.

Section 3. TERMS OF OFFICE. All elected offices are held for two years. Elected officers, with the exception of the office of Treasurer, may serve no more than four consecutive years in one position. The office of Membership Secretary may serve consecutively no more than eight years. Any member who has served in one office for the maximum term allowed may return to that position after a two-year interim.

The Treasurer has a 6-year term limit, but the board and members may approve the Treasurer continuing in office without the normal 2 year hiatus.

Section 4. VACANCIES. In the case that any elected officer is unable to fulfill their term, the president may appoint their replacement with the approval of the Executive Board.

ARTICLE VI. MEETINGS

Section 1. REGULAR MEETINGS. Regular Meetings of this corporation shall be held at least once each semester. The fall organizational meeting shall be held on the last Saturday in August or the first Saturday in September that is not part of Labor Day Weekend. The Shakespeare organizational meeting shall be held on the last Saturday in January. The business meeting shall be held on the first Saturday in June. Dates for the following school year will be approved at the January meeting of the current year.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Executive Board at the request of ten members or at the request of the president, provided due notice shall be sent to active members at least one week in advance.

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BYLAWS, CONTINUED

Section 3. EXECUTIVE BOARD MEETINGS. The Executive Board shall meet prior to each regular meeting.

ARTICLE VII. FESTIVALS

Section 1. REGULAR FESTIVALS. Festivals of this corporation shall be held at least once each semester.

Section 2. FALL FESTIVAL(S). The Varsity Division Fall Festival shall be held on a Saturday late in October other than Halloween. The Middle School/Junior Varsity Division Fall Festival shall be held on a Saturday in late October or early November except Halloween or November 1st. Dates for the following school year will be approved at the January meeting of the current year.

Section 3. SHAKESPEARE FESTIVAL(S). The Shakespeare Festivals shall be held on one or two weekends as close to Shakespeare's birthday, April 23, as feasible. Dates for the following school year will be approved at the January meeting of the current year.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended at any regular meeting of the corporation by a two-thirds vote of the members present.

Section 1. PARLIAMENTARIAN AUTHORITY. The parliamentary authority of this corporation shall be, "Robert's Rules of Order, Revised."

Section 2. DUES. Dues shall be paid to the organization once per school year for all active and associate members and run from Fall Planning Meeting to Fall Planning Meeting. The annual dues must be paid prior to entering a festival for students to be eligible to participate.

Section 3. QUORUM.

- A. The members present at a duly announced meeting shall constitute a quorum to carry on business at any regular meeting of this corporation.
- B. Five shall constitute a quorum of the Executive Board.

Section 4. DUTIES OF OFFICERS.

A. President

- 1. Shall be chairperson of the Executive Board and ex-officio member of all other committees.
- 2. Directs the person in charge of emailing the membership to send notices for each general meeting.
- 3. Ensures that there is hospitality for each general meeting

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BYLAWS, CONTINUED

4. Establishes the agenda for the general meetings and puts together the festival registration packets to distribute at general meetings
 5. Presides over regular corporation meetings
 6. Oversees the selection of the festival hosts
 7. Serves as a member of the Executive Rules Board
 8. Oversees all festival preparations and proceedings
 9. Serves as Master of Ceremonies for each festival or selects a suitable replacement
- B. Executive Vice-President
1. Shall preside over regular corporation meetings in the absence of the president
 2. In the event of the resignation of the president or his/her inability to function, shall automatically become the president of the corporation
 3. Is in charge of publicity, including press releases
 4. Sends invitations to honored guests to attend festivals and meetings
 6. Coordinates the welcome for press, performers, honored guests and judges at festivals
 7. Appoints executive liaison(s) to assist with outreach, invitations, and welcoming at festivals
- C. Middle School and Senior High Vice-Presidents
1. Obtain committee heads for their respective festivals, with the exception of tabs, rules, and judges, and see that all participating teachers have jobs at the festivals they have entered
 3. With the festival host, serve as coordinators for their respective festivals and check regularly with committee heads and the festival host to make sure preparations are being made for festivals
 4. Serve as members for the Executive Rules Board
 5. Provide for adequate supervision and/or entertainment at festivals
 6. Coordinate with recording secretary to send congratulatory letters to each administrator of the participating schools after each festival
- D. Treasurer
1. Handles all income and expenditures of the corporation as approved by the Executive Board
 2. Coordinates ordering of all trophies and ribbons and arranges for their pick up and placement on the table for the final festival assembly
 3. Has the responsibility of an annual audit of organization accounts and shall present an annual financial report at the last meeting of the school year
- E. Recording Secretary
1. Records the minutes of the executive and general meetings
 2. Types minutes and gives them to the president and webmaster within 30 days
 3. Oversees sending congratulatory letters to each administrator of the host schools after each festival.
- F. High School and Middle School Festival Registrars
1. Set up next festival, collect entries, see that school codes are assigned, see that information is disseminated to the people who need it for festival.

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BYLAWS, CONTINUED

2. At division meetings will act as recording secretaries
- G. Membership Secretary
1. Organizes the welcoming committee for membership meetings
 2. Maintains an accurate membership list including e-mail
 3. Handles DTASC mailings to members, including election ballots
- H. Historian
1. Appointed by the executive board and serves as ad hoc (non-voting) member of the executive board
 2. Maintains DTASC scrapbook, including constitution, rules and procedures, festival flow chart of organization, news clippings, records, still shots, videotapes, etc.
 3. Keeps permanent festival materials, such as banners, stop watches and supplies, and implements their delivery to festivals
 4. Works with the treasurer to insure set up of the final festival assembly table
 5. Attends both festivals or designates a person to attend for the purpose of documenting the event on videotape
- I. Parliamentarian
1. Appointed by the executive board and serves as ad hoc (non-voting) member of the executive board
 2. Keeps meeting in order according to *Robert's Rules of Order*
 3. Brings to general meetings a copy of *Robert's Rules of Order*
- J. Web Manager
1. Appointed by the executive board and serves as ad hoc (non-voting) member of the executive board
 2. Maintains and update the DTASC web site
 3. Informs the president or members of the executive board of any updates
- K. Publicity Coordinator
1. Appointed by the Executive Vice President with approval from the executive board and serves as ad hoc (non-voting) member of the executive board
 2. Publicizes DTASC events and find ways to make the public aware of DTASC
 3. Informs the executive vice president or president of all achievements
 4. Keeps the members of the executive board informed
- L. High School and Middle School Chairpersons of Tabulations
1. Appointed by the executive board and serve as ad hoc (non-voting) members of the executive board
 2. Serve as heads of tabs for their respective festivals and recruit and train tabs committee members
 4. Update and maintain tabs computer system
 5. Are present or are represented at all organizational meetings to make decisions and communicate information regarding tabs
- M. High School and Middle School Chairpersons of Rules
1. Appointed by the executive board and serve as ad hoc (non-voting) members of the executive board

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2. Legislate all festival rules: with the president, executive vice president and middle school/high school vice-presidents who constitute the Executive Rules Board, will function as a committee to rule on any pre-festival rules interpretations
3. Each time a member seeks an interpretation of a rule prior to festival, the Rules Chairpersons keep a record of the interpretation given by the Executive Rules Board: pre-festival rules interpretations are handled by the Executive Rules Board
4. Bring an accurate copy of festival rules to festivals and serve as chairpersons of rules committee members: confer with the president before making a disqualification at festival
5. The Executive Board may appoint one of the Chairpersons or other Board member to accept suggestions for rules changes. Prior to the winter general meeting, this appointed chairperson would accept filings for rule changes, and mail proposed changes to the membership secretary for distribution to the executive board prior to the June meeting
6. At general meetings bring an accurate copy of festival rules, as well as records or rules interpretations. At the spring business meeting in odd-numbered years handle the implementation of rule changes (previously filed requests are handled before new requests)

N. High School and Middle School Chairpersons of Judges

1. Appointed by the executive board and serve as ad hoc (non-voting) members of the executive board
2. Recruit judges and maintain middle school and senior high judges' lists
3. Handle mailing of judges' invitations for festivals
4. Work to improve judging by conducting orientations for judges and evaluating and revising the judges' lists
5. Serve as heads of judges for their respective festivals and recruit and train judges' committee members

Section 5. GUIDELINES FOR ELECTIONS OF OFFICERS AND RULES CHANGES

A. Fall Meeting

1. The historian will provide a handout with descriptions of officers' tasks
2. An announcement will be made that nominations will be accepted from members-at-large at the winter meeting
3. Suggestions for rules changes that were tabled at the June business meeting will be considered

B. Winter Meeting

1. Nomination forms will be provided to all members in even-numbered years
2. Members are notified that nominations may be turned in to a designated DTASC member until the end of the final Shakespeare festival
3. A designated DTASC member verifies acceptance of nominations with those nominated and prepares election ballot

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4. Membership secretary sends ballots to active members along with the June meeting notice and/or proposed rules changes, according to the year

C. June Meeting

1. Voting may be done online, or by ballot at the meeting. Members may vote only once. Election of officers takes place in even-numbered years.
2. Ballots are counted by the designated DTASC member and verified by the parliamentarian
3. In odd-numbered years, suggestions for rules changes previously filed with the designated board member in written form will be considered first: then new suggestions for rules changes will be considered from the floor

ARTICLE IX. INDEMNIFICATION.

Section 1. DEFINITIONS. For the purposes of this Article, “agent” means any person who is or was the director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The corporation shall have power to indemnify any person who was or is party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person is unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of

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the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;
- (b) In respect of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) In respect of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATION. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceedings
- (b) Approval of the shareholders, with the shares owned by the person to be indemnified not being entitled to vote thereon; or
- (c) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or the other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

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Section 7. OTHER INDEMNIFICATIONS. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of shareholders or directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article, except as provided in sections 4 or 5(c), in any circumstances where it appear:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the shareholders or an agreement in effect at the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

This amended and updated version of the By-Laws of this corporation was approved by unanimous vote at the August 27, 2016, Fall Planning Meeting. It replaces all previous versions.

Amendments regarding Emeritus voting rights and term limits for Treasurer were added at the June 2019 business meeting.