

TROUPE OVER THE HILL POLICY AND PROCEDURES

These Policies and Procedures were developed to help facilitate the day-to-day operations of the Troupe Over the Hill and were developed from committee and approved by the Board of Directors. They shall be reviewed and updated as appropriate to remain current with the best practices of the organization.

BOARD OF DIRECTORS

The Board of Directors (the Board) consisting of nine (9) members shall manage business of Troupe Over the Hill. The President of the organization by virtue of his office shall be Chairman of the Board. No member of the board shall receive any salary or compensation.

Board members shall be chosen for the ensuing year at the Annual meeting of this organization and shall serve for a term of 3 years. Board members may serve two (2) consecutive three (3) year terms and then be required to be off the Board for one year.

The Board shall select officers from their members at the next Board meeting after the annual election each year. Officers may serve two (2) consecutive one (1) year terms and then be required not to serve in that same office for one year.

No member of the Board of Directors shall for reason of his office be entitled to receive any salary or compensation.

A majority vote of the Board of Directors may establish and amend Troupe policy and procedures as appropriate.

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BOARD MEMBER VACANCY

The Board of Directors shall declare a board position vacant whenever:

- A Board member ceases to be a member of Troupe Over The Hill
- A Board member fails, refuses or becomes unable to discharge the duties of the office to which assigned, and the remaining members determine by a two-thirds (2/3) vote that the Board member is derelict in the performance of assigned duties.
- A Board member is absent from three consecutive, regularly scheduled Board meetings, without sufficient reason as determined by the fellow members of the board.

The President of the Board shall recommend a replacement from the general membership with a majority vote of remaining Board members. The replacement shall fulfill the remainder of the term that was vacated.

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NOMINATION & ANNUAL BOARD MEMBER ELECTION

The annual membership meeting shall be held in November of each and every year. The Board of Directors shall fix the date and time of the annual meeting.

Each year before the first of October the President shall appoint at least three (3) members from the general membership or current board to serve on the Nominations & Election Committee (NEC). The procedure to replace members of the Board rotating off shall be as follows:

- Canvas all members in good standing through email or by written form for nominees.
- Self-nomination will be permitted during canvassing.
- Response-deadline will be determined by the NEC.
- Nominees shall be contacted to confirm their consent.
- At least ten (10) days prior to the November Annual meeting the Secretary will send notice of the date, time and place of the Annual meeting; the list of nominees and Voting Ballots with instructions for Absentee Voting (see attached suggested format) to the general membership through emails or by written form.
- At the annual meeting the NEC will provide Voting Ballots for members.
- Ballots, including Absentee Ballots will be collected and tallied by the NEC.
- The NEC will confirm that each voter is a member in good standing before tallying votes.
- The signed Tally Results statement (see attached suggested format) will be given to the President for announcement and then filed with the minutes of the meeting.

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**TROUPE OVER THE HILL
HILLTOP LAKES, TEXAS**

ANNUAL MEETING NOTICE

The Annual meeting, including the election of Directors of the Board is scheduled for (date, time and place).

If you will **NOT BE ABLE TO ATTEND** the Annual meeting please fill out the ballot, sign and send in a sealed envelope with someone attending the meeting or give to (-----Nominating Chairman-----) to be submitted at the meeting. **THERE WILL BE NO VOTING BY PROXY.**

ABSENTEE VOTING BALLOT
ONE VOTE PER MEMBER

NOMINEES for (year) Directors of the Board to replace (number may vary)
directors rotating off.

Name of Nominees

-----name-----

-----name-----

-----name-----

MY VOTE

(number of blanks may vary)

1. _____
2. _____
3. _____

Note: Signature will be used only to verify voting eligibility then separated before votes are tallied.

SIGNATURE

PRINTED NAME

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VOTING BALLOT
ONE VOTE PER MEMBER

NOMINEES for ____ (year) ____ Directors of the Board to replace ____ (number may vary) ____ directors
rotating off.

Name of Nominees

-----name-----

-----name-----

-----name-----

MY VOTE

(number of blanks may vary)

1. _____

2. _____

3. _____

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(Suggested Format)
TROUPE OVER THE HILL
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VOTING BALLOT TALLY RESULTS

Voting ballot for ____ (year) ____ directors of the Board to replace ____ (number may vary) ____ directors rotating off conducted at the Annual Membership meeting of ____ (date, time and place) ____.

NOMINEES

NUMBER OF VOTES

(number of nominee names may vary)

-----name-----
-----name-----
-----name-----

RESULTS

(number of nominee names may vary)

4. -----name-----
5. -----name-----
6. -----name-----

Note: At least two Nominating Committee signatures required.

SIGNATURE

SIGNATURE

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OTHER RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Approve all budgeted expenditures. Approve all non-budgeted expenditures in excess of \$100.00.
- The Board shall determine stated periods for the Treasurer to submit written accounts of the finances of the organization and such reports shall be physically affixed to the minutes of the Board of Directors meetings.
- Require an annual audit of financial records at the end of each Fiscal year and file such audit with minutes of a Board of Directors meeting.

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OFFICERS OF THE BOARD

The President shall:

- By virtue of his office be Chairman of the Board of Directors.
- Preside at all meetings and conduct all meetings by accepted standards of parliamentary procedure as defined in Robert's Rules of Order.
- In the absence or inability to exercise his office the Vice President shall become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president and fulfill the remainder of the term.
- Oversee that all business operations are conducted, maintained, filed or kept as required by law.
- Appoint all committee chairmen and designate as temporary or permanent as appropriate with the Board of Directors approval.
- Appoint a Parliamentarian as needed.
- Shall present at each annual meeting of the organization an annual report of the work of the organization.
- Execute duties or fulfill responsibilities as described elsewhere in Troupe Over the Hill policy or by-laws.

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The Vice President shall:

- In the event of the absence or inability of the President to exercise his office become acting President with all the rights, privileges and powers as if he had been the duly elected President.
- Immediately assume the role of President and fulfill the remainder of the term if the office of President is vacated. In this event the office of Vice President shall be filled by the President of the Board recommending a replacement from the general membership with a majority vote of remaining Board members. The replacement shall fulfill the remainder of the term
- Execute duties or fulfill responsibilities as described elsewhere in Troupe Over the Hill policy or by-laws.

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The Secretary shall:

- Keep minutes and all appropriate documentation of meetings of this organization in appropriate books.
- Distribute minutes of the preceding meetings to the Board of Directors by email before each Troupe meeting or as otherwise determined by the Board of Directors.
- Be the official custodian of records and seal of this organization.
- File any certificate required by any statute, federal or state.
- Present any communications addressed to him as Secretary to the Board of Directors.
- All Troupe email communications or notices shall be handled by the secretary of this organization. Secretary will determine that all communication are in compliance with policy and deemed appropriate by the Board of Directors

All Troupe operational business shall be put on the agenda for discussion at the next regular Board meeting.

The Secretary shall ensure the privacy of the members email addresses by using the BCC on email correspondence and the member's email addresses should not be distributed.

- Attend to all correspondence of this organization.
- Obtain information on new members from the Treasurer as membership dues are paid. Send an updated membership list to Troupe members in January and June of each year.
- Maintain completed Registration forms on all members of this organization.
- Execute duties or fulfill responsibilities as described elsewhere in Troupe Over the Hill policy or by-laws.

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The Treasurer shall:

- Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities.
- Maintain and make deposits in a regular business bank account.
- Cause funds to be invested as legal for a non-profit corporation in the state of Texas as directed by the Board of Directors (the Board).
- Render written accounts of finances at stated periods as determined by the Board.
- Present and review an annual budget for the Troupe each year and individual budgets for specific projects and productions to the Board for approval and provide a copy to be attached to the minutes.
- Ensure that disbursements do not exceed budgeted amounts.
- Obtain Board approval for any requested disbursements that were not budgeted for, or result in exceeding the amount specifically budgeted for. Such approvals may be obtained either at a Board meeting or via email, but, if done via email, must also be ratified at the next Board meeting.
- Generate an Annual Treasurer's report at the end of each fiscal year to be read, approved, corrected and filed with the Annual Membership meeting minutes.
- Provide access to financial records for an annual audit at the end of each Fiscal year. Also provide a copy of such audit to be filed with the minutes of a Board of Directors meeting.
- Pay all expenses in a timely manner with checks requiring two (2) authorized signatures as approved by the Board.
- Reimburse without the Board's approval receipted legitimate expenses under \$100.00 for previously budgeted expenditures.
- Establish a Board approved procedure for reimbursements.
- Provide view access of the bank accounts for Board members upon request.
- Maintain a post office box as approved by the Board for the express use of Troupe over the Hill.
- Provide information to the Secretary as needed for maintenance of the Paid Membership List.
- Execute duties or fulfill responsibilities as described elsewhere in Troupe over the Hill policy or by-laws.

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STAGE RENTAL POLICY

Currently available are three (3) sections of 8'X8'X16"H and one (1) 6'X6'X16"H drum riser. Four (4) steps are available and included in rental price.

Each section is available for rent for \$50 EACH. Rental fee may be waived by Troupe Over the Hill (TOtH) Board approval only.

Rental is for three (3) days.

Prior TOtH approval is needed; no director or assignee of TOtH may rent the stage without TOtH Board approval.

Moving of the rented sections will be overseen by a TOtH Board designated assignee.

At **no time** will the stage be moved without a TROUPE Member or TOtH Board designated assignee present.

A deposit of \$150 will be required for any rental, refundable fully on the complete and unscathed return of rented sections. TWO (2) checks will be required, one (1) for the rental, one (1) for the deposit.

A waiver of liability will be signed before rental of any sections.

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RELEASE OF LIABILITY/WAIVER FOR STAGE RENTAL

I agree for myself, family, club members and all involved to the following:

1. I agree to observe and obey all posted rules and warnings, further agree to follow any oral instructions or directions given by Troupe Over the Hill (TOtH), or the employees, representatives or agents of TOtH.
2. I recognize that there are certain inherent risks associated with the above described activity and I assume full responsibility for personal injury to myself and (if applicable) my family members, club members or others and further release and discharge TOtH for injury, loss or damage arising out of myself, my family, club members or others, TOtH or other third parties.
3. I agree to indemnify and defend TOtH against all claims, causes of action, damages, judgments, costs or expenses, including attorney fees and other litigation costs, which may in any way arise from my or my family's, club members or others use of or presence upon the facilities of TOtH.
4. I agree to pay for all damages to the facilities of TOtH caused by my or my family's, club members or others negligent, reckless, or willful actions.
5. Any legal or equitable claim that may arise from participation in the above shall be resolved under Texas law.

Rental Dates: FROM _____ TO _____

I have read this document and understand it. I further understand that by signing this release, I voluntarily surrender certain legal rights.

Signature _____ Date _____

Address _____

Contact Phone Numbers

Signature _____ Date _____

Troupe Over the Hill Designated Assignee

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POLICY ON TROUPE BENEFIT PERFORMANCES

1. **Purpose.** The purpose of this policy is to establish the general parameters and approval process that shall be adhered to by the Troupe Over the Hill (Troupe) Board of Directors for providing benefit performances at no charge, or those for which all, or some, of the net proceeds are designated for one or more religious or charitable organizations.

2. **Intent.** The Troupe, consistent with its IRS 501(c) (3) status, intends to provide at least one benefit performance per calendar year. A benefit performance may consist of either a performance that is provided free of charge to a religious or charitable organization, or a specific group of people that might otherwise not be able to afford or physically attend a regular performance (i.e. nursing home residents); or, a performance where the net proceeds are designated to be disbursed to one or more charitable or religious organizations (i.e. a fundraising performance). Fundraising performances may be for a local, regional or national charitable or religious organization. A benefit performance includes both regular productions and customized skits.

3. **Royalties and License Fees.** The Troupe shall honor and pay all royalty and license fees required for a performance.

4. **Net Proceeds.** Net proceeds shall be defined as:
 - + Gross Receipts (ticket sales and/or free will donations)
 - Royalty and license fees for the performance
 - Facility Rental Cost (if facility is not provided free of charge)
 - Equipment Rental Cost (stage, sound, lighting, set, transportation, if applicable)
 - Refreshment Costs (if provided to patrons w/o charge)

= Net Proceeds

5. **Approval Requirements.** The general approval process for a benefit performance is:
 - Request must be submitted to the production director and the Play and Production Committee (PPC);
 - Production director and the PPC review the request to ensure cast availability and that request is consistent with the intent of the Troupe as stated in paragraph No. 2;
 - The PPC chair presents the request to the full Troupe Board using the Benefit Request form (attached). Note: no production commitment and/or specific parameters of net proceed distribution are to be communicated to potential benefactors until Board approval has been received;

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- Troupe Board of Directors approves, rejects or defers request (deferral being for additional information/clarification), using a simple majority vote of a quorum present;
- Upon approval, production director (or designee) notifies benefit host and/or benefactors and coordinates logistics.

Note: The Troupe Board may make an exception to policy with a “super majority” vote of seven (7) votes.

- 6. Benefit Performance Records.** The PPC chair shall maintain records of all benefit performance statistics on the Troupe Production Log Report.

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TROUP OVER THE HILL - BENEFIT PERFORMANCE PROPOSAL

1. Production/Performance Title: _____

2. Sponsoring Organization(s): _____

3. Fund Raising _____ or Free Performance _____

4. If Fund Raising, Proposed Benefactor(s) and Percentage of Net Proceeds:

- Benefactor #1 _____ % _____
- Benefactor #2 _____ % _____
- Benefactor #3 _____ % _____
- Benefactor #4 _____ % _____
- Benefactor #5 _____ % _____

5. If Free Performance, Name of Recipient Organization: _____

6. Date(s) & Time(s) of Benefit Performance(s): _____

7. Projected Receipts: _____ Ticket Sales _____ or Donations _____

8. Projected Expense:

- Royalty/License Fee: _____
- Facility Rental Cost: _____
- Equipment Rental Cost: _____
- Refreshment Cost: _____

9. Cast Availability: Confirmed ___ (Y/N) Crew/Support Availability Confirmed ___ (Y/N)

10. Other Information (On-Site Needs - lighting, stagehands, stage units, makeup, sound, etc.)

Submitted By: _____ Date: _____

Board Action: Approved _____ Deferred for Further Info _____ Rejected _____

Authorized Signer (Officer of the Board): _____

Date: _____