



## TTAO BUSINESS MEETING

Saturday, October 2, 2021 5:30 pm

Virtual

### I. Call to Order

- ❖ *Craig Hertel opened the Zoom at 5:25pm.*
- ❖ *Craig Hertel called the meeting to order at 5:33pm.*
- ❖ *Craig Hertel welcomed everyone to the meeting, and thanked the previous Chair and current Board members for their service to the organization.*

### II. Agenda Acceptance

- ❖ *Craig Hertel motioned to accept the agenda. No opposition was made. The agenda was accepted without modification.*

### III. Officer Reports

#### **A. Chair Report – Craig Hertel**

Chair Report – Craig Hertel

As Chair-Elect, I worked with the other members of the Executive Committee to develop a virtual version of Adjudicator training, and then used this adapted training to conduct 3 trainings—in December, April and May, certifying 46 new Adjudicators. In June, I conducted the annual Summer meeting of TTAO's Standards and Practices Committee. We explored several issues from last year and made recommendations to the Board of Directors. I attended the UIL Advisory Committee's virtual meeting and provided information for them when needed.

At the June Board meeting, I took over the role of TTAO Chair. A few days later, I travelled to Austin and spoke at the meeting of UIL Legislative Council in support of the proposal to allow critiques prior to awards.

In the summer, I reviewed the evaluations for our Adjudicators for the past year. Separated these into individual emails to send to each judge. Sent emails to 154 judges who received evaluations this year.

--144 of these responded that it was allowable to send evaluations via email. Sent these 144 their evaluations.

--1 requested evaluations via regular mail. I did not hear back from 9. The evaluations for these ten judges were sent via regular mail.

--Addressed issues from evaluations with a few of our members. Answered, via email, multiple questions from adjudicators about their evaluations

As the summer continued, I communicated with other members of the Board on issues with TTAO's website, Facebook postings and Tabulation software. I also worked with UIL Theatre Director on several issues arising from last year's OAP season. I also answered multiple emails from members. Many of these about trainings.

I worked with the Chair-Elect to appoint an Adjudication Trainer and a Contest Manager Trainer. I then called a virtual meeting and had other communications with Chair-elect coordinating the Adjudicator and Contest Manager trainings for 2021-2022.

I communicated with Texas Educational Theatre Association about their cancellation of in-person convention, about TTAO's Open Forum and Business Meeting and about TTAO's role in the recorded workshops for later this Fall. Called a special meeting to deal with issues of the dates and times of the virtual Open Forum and Business Meeting. On Wednesday, Sept. 29, I conducted the regular Fall meeting of the Board of Directors in a virtual format.

Respectfully submitted,

Craig Hertel, TTAO Chair

**B. Chair-Elect Report – Yvonne Phillips-Dupree**

Chair-Elect Report – Yvonne Phillips-Dupree

**Key Operations**

The Texas Adjudicators and Officials Chair-Elect Report consists of operations conducted for the organization between the months of June 2021 through September 2021.

<b>Completed Tasks</b>	
I.	Collaborated with Craig Hertel regarding the development of the 2021-2022 Contest Manager and Adjudicator Trainings
II.	Met with UIL State Theatre Director Paula Rodriguez regarding Contest Manager/Adjudicator Trainer Recommendations
III.	Following consultations with the Chair, Craig Hertel, the Contest Manager and Adjudicator Trainers selected were : <ul style="list-style-type: none"><li>➤ Aquilla Aubrey – Adjudicator Trainer</li><li>➤ Larry Carpenter – Contest Manager Trainer</li></ul>
IV.	Conducted telephone conferences with Aquilla Aubrey and Larry Carpenter regarding expectations for TTAO Trainings
V.	Organized the Training Schedule for the 2021-2022 UIL OAP Season ( <i>please see attached</i> ) <ul style="list-style-type: none"><li>➤ Special thanks to Karen King, Larry Carpenter, Aquilla Aubrey, Travis Springfield and Craig Hertel for their assistance in the development of the Training Schedule</li></ul>
VI.	Met with Adjudicator Team Members via Zoom to plan the TTAO Core Values Presentation for TxETA

VII. Planned and presided over the TTAO Call Meeting, September 20, 2021, in the absence of the Chair (*please note agenda attached*)

**TTAO ADJUDICATOR and CONTEST MANAGER TRAINING SCHEDULE**

**2021- 2022**

**Adjudicator Trainings**

**Trainer: Aquilla Aubrey**

<b>Modality</b>	<b>Date</b>	<b>Location</b>	<b>Conference</b>
1.Virtual Training	December 10-11, 2021	N/A	N/A
2. On-site Training	March 12, 2022	Dulles High School Sugarland, Texas	6A Area 1B District 20`
3. On-site Training	May 7, 2022	Austin Area	6A State Meet

**Contest Manager Trainings**

**Trainer: Larry Carpenter**

<b>Modality</b>	<b>Date</b>	<b>Location</b>	<b>Conference</b>
1. On-site Training	March 1-2, 2022	Panola College Carthage, Texas	Bi- District 2A District 22
2. On-site Training	March 29, 1011	Smithson Valley HS Spring Branch, Texas	6A, Region 4 Area 1

**On Going Tasks**

➤ Development and implementation of Contest Manager and Adjudicator Trainings

Respectfully submitted,

Yvonne Phillips-Dupree, Chair Elect

**C. Past Chair Report – Dr. Carrie Klypchak**

Past Chair Report – Dr. Carrie Klypchak

**Past Chair Board Report  
Texas Theatre Adjudicators and Officials  
Business Meeting  
October 2, 2021 (Virtual)**

General Activities/Information

Over the last year, I have transitioned from the Chair's position to the Past Chair's position.

As Chair from September 2020 until the June 2021 Board of Directors Meeting, my major foci included COVID negotiations for the One-Act Play and communicating information to our membership regarding that, working with various Board Members, staff, and committee members to execute the various working practices of TTAO, fielding grievances, and increasing efforts at diversity awareness among our membership, activities which include, but are not limited to: finding possible upcoming speakers, offering for our organization to co-sponsor a speaker focused on diversity, equity, inclusion, and accessibility with another organization several times, and working with our Leadership team to post support statements, positions, etc. in digital formats.

Since my transition to Past Chair in June, I have primarily focused on chairing the Awards Committee, serving as a resource for organizational working practices/organizational history, serving on the Executive Committee, offering points to our technology team for consideration for future advances in TTAO Connect, working with proposed By-Law Amendments for our organization to accurately reflect TTAOs current working practices, and soliciting feedback from our newly formed Area/Region/State Recommendation Committee members regarding their experiences with the process.

Respectfully Submitted,

Carrie Klypchak, PhD  
Past Chair, TTAO

## **D. Treasurer Report – Gary Cooper**

### **Treasurer Report, TTAO Business Meeting- October 2, 2021**

- **PayPal**
  - Made transfers of membership payments & Real Change payments from Paypal to our Wells Fargo account each month.
  - Downloaded monthly statements and submitted to Anna Swenson, our accountant.
  - Tracked all donations to make sure these funds are used only for Real Change expenses and created reports for Karen King, chair of the Real Change committee, when requested.
- **Wells Fargo**
  - Made several transfers from our Wells Fargo Checking to our Savings to keep a maximum of 5000.00 in checking at any given time.
  - I paid the following expenses:
    - BuyPlayTix in August 2020 (TTAO Connect support)
    - Zoom account monthly (15.98 until June 2021, then 187.15)
    - Quickbooks monthly (42.64)
    - Jill Ludington TxETA Awards reimbursement in October 2020 (125.80)
    - Election Buddy in December 2020 (89.00)
    - Virtual Assistant, Tayler Gill, ½ of her total fee in January 2021 (2000.00)
    - Always in Bloom Floral Arrangement for C. Lee Turner in January 2021 (137.70)
    - Walmart (printing supplies) in February 2021 (71.38)
    - Powtoon.com in April 2021 (228.00)
    - Virtual Assistant, Tayler Gill, ½ of her total fee in July 2021 (2000.00)
    - Craig Hertel Legislative Council speaking engagement reimbursement September 2021 (471.38)
    - US Liability Insurance in September 2021 (904.00)
- **Zoom Account**
  - Mark Pickell had opened a Zoom account for TTAO to conduct business during the Pandemic. This account was a regular account with a monthly fee of 15.98. As we thought we were coming out of the pandemic and because the account was connected to Mark's TTAO credit card, Mark cancelled this account in May 2021. I determined that we had four charges from Zoom for a Pro account from June through September 2021 at 187.15 per month for a total of 748.60 that was connected to Mark's TTAO credit card. After contacting Mark about this, he contacted Zoom and reported fraud. Zoom investigated this activity and determined it was fraud. They sent an email on 9.21.21 that all 748.60 would be refunded to our checking account. As of 9.23.21, only one month's amount (187.15) has been refunded. I have asked Mark to follow up with Zoom to see if they will be refunding three more installments of 187.15 or if there has been a mistake in the amount of the refund on their part.
- **IRS**
  - I contacted Anna Swenson to inquire about our 990 tax return in June and again in September. She recently stated that the tax return is now started and will be sent to me upon completion.
  - There is still an ongoing issue with our IRS status. We were mistakenly created as a private foundation instead of a public charity. I called the IRS in June and stayed on hold for over an hour before having to hang up due to another commitment. I will keep calling until this is resolved.
- **Scholarships**
  - I sent letters to all recipients of the 2021 TTAO Scholarships. And, after receiving all Higher Education Institute Financial Aid Office information from the recipients, I sent checks to their respective institutes. All check amounts have been applied to each recipient's financial aid account.
- **Google Drive**
  - I uploaded all reports and financial statements into our TTAO google drive.
  - Created Treasurer's Manual.
- **Accounting**
  - I have submitted monthly Wells Fargo checking, Wells Fargo savings and Paypal statements to our Accountant, Anna Swenson, to include in our Annual Financial Report.

## Financial Reports

### Texas Theatre Adjudicators and Officials

#### Statement of Financial Position

As of August 31, 2021

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
Business Market Rate Savings (1681)	57,240.54
PayPal Bank	382.08
Wells Fargo Business Choice Checking (5444)	5,767.09
<b>Total Bank Accounts</b>	<b>\$63,389.71</b>
Other Current Assets	
Undeposited Funds	0.00
<b>Total Other Current Assets</b>	<b>\$0.00</b>
<b>Total Current Assets</b>	<b>\$63,389.71</b>
<b>TOTAL ASSETS</b>	<b>\$63,389.71</b>
<b>LIABILITIES AND EQUITY</b>	
<b>Total Liabilities</b>	
Equity	
Net Assets	46,259.06
Retained Earnings	0.00
Net Revenue	17,130.65
<b>Total Equity</b>	<b>\$63,389.71</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$63,389.71</b>

### Texas Theatre Adjudicators and Officials

#### Statement of Activity

September 2020 - August 2021

	TOTAL
Revenue	
Donation	500.00
Membership Dues	23,125.00
PayPal Sales	0.00
Real Change Campaign	5,032.00
<b>Total Revenue</b>	<b>\$28,657.00</b>
<b>GROSS PROFIT</b>	<b>\$28,657.00</b>
Expenditures	
Office Supplies & Software	260.38
Operations	
Books, Subscriptions, Reference Materials	1,593.31
PayPal Fees	986.62
Virtual Assistant	4,000.00
<b>Total Operations</b>	<b>6,579.93</b>
Program Expenses	
Awards	125.80
Scholarships	2,000.00
<b>Total Program Expenses</b>	<b>2,125.80</b>
<b>Total Expenditures</b>	<b>\$8,966.11</b>
<b>NET OPERATING REVENUE</b>	<b>\$19,690.89</b>
Other Revenue	
Interest Income	4.59
<b>Total Other Revenue</b>	<b>\$4.59</b>
<b>NET OTHER REVENUE</b>	<b>\$4.59</b>
<b>NET REVENUE</b>	<b>\$19,695.48</b>

Respectfully submitted,

**Gary Cooper**  
Treasurer- TTAO

## **E. Communications Director Report – Jill Ludington**

Communications Director Report – Jill Ludington  
September 21, 2021  
TTAO Business Meeting  
Report of the Communications Director  
Jill Ludington

I would first like to thank Mandy Epley, the Communications Director-Elect, for all she does for TTAO. She is an invaluable partner on the Communication Team.

### **Communication:**

Mandy and I continue to work on keeping our membership updated and informed through social media, email, our website, and the SMORE newsletters. I post on our TTAO Adjudicator and Contest Manager Facebook pages, continue to manage the membership requests to join these pages, and field some membership questions as needed, alert the Chair, or direct member to TTAO Support. Mandy works on organizing and formatting information for our Quarterly Smore Newsletter, and I email it out to our membership.

Our main job is communication. Some of what we communicate, we create organically that outline on our Communications Calendar. Mandy and I work on the Communications Calendar and revise and edit it based on the needs of our organization and its members. One of our focuses is continuing to educate our members about our organization (Did You Know), ways to grow and learn from one another and share tips, and important timely reminders, etc.

However, a lot of our work entails communicating for others in our organization. Spending time with committee leaders, putting together campaigns to help promote and communicate what they wish to send to their audiences by getting clearer direction than before (specific dates to promote, average number of postings, what platforms, target audience) has been very helpful. We used these specific and clear processes and procedures in the recent C. Lee Turner Real Change Award/ Application Promotion, and it did make a difference. We will continue to use this process with the TTAO Scholarship.

Most Recently, your Communication Team has been very busy working on keeping you informed with changes to TTAO workshops and meetings with the TxETA Convention moving from in person to an online format. This has been a fast-moving undertaking and the workshops are still a work in progress. There is not a zoom capability through TxETA's workshop offering, so some of our workshops may not fit this format, and/or presenters may not feel comfortable with an online format. We continue to work towards the suggested deadline to get firm confirmations from our workshop presenters.

### **Elections:**

Elections were also a large part of our duties since TxETA last year. The nominees' bios and videos were collected and promoted to the membership through the website, FB pages, and the newsletter. Member questions and any voting issues were addressed and answered. Mandy and I have started preparations with a timeline in place for this year's online elections as well.

### **2020 Election Results:**

Board of Directors: Chair-Elect	Yvonne Phillips-Dupree:
Board of Directors	Phillip Taylor
Standards and Practices Region 1- Contest Manager	Tana Howard
Standards and Practices Region 1- Adjudicator	Kathy Harvey

All members running for a position were contacted by the Chair with the results. All membership was notified of the results through email, FB page, and TTAO website.

**Member Survey:** Mandy developed and implemented a Membership Survey that you all saw at renewal time as well. The Chair is gathering that data from TTAO Connect.

<b>TTAO Membership</b>	<b>Current Members</b>	<b>Lifetime Members</b>	<b>Leadership Interest</b>	<b>Lapsed Members</b>
<b>Adjudicators</b>	317	46	87	182
<b>TTAO CM's</b>	169	25	56	95
<b>Non-TTAO CM's</b>	12			346

**Total members** 1,026

<b>Change from October 2020:</b>	<b>Current Members</b>	<b>Lapsed Members</b>
<b>Adjudicators</b>	+ 37	+ 5
<b>TTAO CM's</b>	+ 42	- 1
<b>Non-TTAO CM's</b>	+ 6	+ 14

TTAO membership numbers continue to be difficult to get a true reading on, due to Covid-19. However, our membership has shown an increase across the board since this time last year aside from being down -1 in TTAO CMs. Once the lapsed members are removed from TTAO Connect it will be easier to get a true reading. Because TTAO Connect counts members who are both contest managers and adjudicators twice, the above does not reflect the accurate overall membership total; the total of overall membership is 365. We have also included numbers for those interested in leadership opportunities. That is a great number of our members, and I found that exciting!

#### **After Adjudicator Trainings:**

All new adjudicators certified through the online training were emailed a welcome email and invited to join the TTAO FB page once their dues were paid. I answered their questions, set up all new adjudicator accounts in TTAO Connect, and helped them merge any accounts they may have had previously.

#### **TTAO Support:**

When our TTAO Support goes on vacation, Mandy or I fill in for Tayler. This is mainly answering member questions in Connect and helping with "Support Tickets" for a total of about 3 weeks a year.

#### **SWAG Shop:**

Members love to sport the TTAO gear at contests, workshops, and festivals and we hear feedback about it all the time. The store will reopen October 1 for two weeks. Donated SWAG items were a fun giveaway for our Trivia Game during the C. Lee Turner Real Change Award Promotion. Thank you, Mandy, for making the Swag Shop available for our members.

#### **TxETA Award Winners-TTAO Members-**

Mandy purchased and mailed gifts on behalf of TTAO to congratulate our TTAO members who were awarded these esteemed honors by TxETA:

Charlie Hukill- Founders Award Rachel Mattox – Emeritus Award

Jabari Collins- Educator of the Year

Rachel Harrah- Theatre Administrator H. Russ Brown – Higher Education

#### **The Minutes:**

I have prepared the minutes for the Business Meeting and Open Forum of 2020 and of the Board Meetings we have had in 2021. I sent these to the Board for approval, made corrections if needed, and sent to Tayler to upload to our website.

Respectfully Submitted,

Jill Ludington



IV. Committee Reports

**A. UIL State Theatre Director**

September 21, 2021

1. Meetings June- Met with Theatre Advisory Committee to discuss proposals and to organize workshops for teachers at the TxETA-Theatrefest.

Met with other state leaders in NFHS to discuss advocacy, COVID-19 safety, and new teacher courses in Theatre Safety and Copyright information for Speech and Theatre events.

Legislative Council Summer Meeting- The Academic Committee approved the following proposal in concept and recommended them for future consideration in October- A proposal to ban the use of contact strikes (slaps, punches, kicks) to the face and head in the UIL One-Act Play competition. UIL will also conduct an official study on critiques.

2. Provided Workshops for the UIL Capital Conference Student Activity Conference in July and August.

3. Professional Development Workshop for Houston ISD and Mission ISD in July.

4. Provided Workshops for the fall UIL Student Activity Conferences.

5. Assigned Area, Region and State adjudicators for 2022.

6. Organized Area and Region sites and dates.

7. Correspondence- emails and telephone calls with school administrators, directors, adjudicators, contest managers and parents.

Respectfully submitted,  
Paula Rodriguez

V. New Business

**A. Budget**

❖ *Craig Hertel presented the budget to the membership.*

TTAO BUDGET 2022		
<b>TOTAL CURRENT ASSETS</b>	<b>\$</b>	<b>57,240.54</b>
<b>EXPENSES:</b>		
<b>Program Expenses</b>		
Travel Reimbursement	\$	4,500.00 (all travel expenses excluding travel for trainers)
Website Development	\$	2,500.00
Board Meetings	\$	2,000.00
Scholarships	\$	3,000.00
Training Expenses	\$	4,500.00 (including travel for trainers)
Diversity, Equity, and Inclusion	\$	10,000.00
Awards	\$	2,000.00 (two years' worth)
Member Social Events and Gifts	\$	1,700.00
Supplies	\$	300.00
Board Insurance	\$	1,000.00
<b>Operations</b>		
Accounting	\$	1,200.00
Bank and Pay Pal Fees	\$	800.00
Postage and Mailing	\$	200.00
Website Hosting	\$	960.00 (annual)
Virtual Assistant		\$4,000
<b>TOTAL EXPENSES</b>	<b>\$</b>	<b>38,660.00</b>
<b>BALANCE AFTER PROJECTED EXPENSES</b>		<b>\$18,580.54</b>

## **B. By-Law Changes**

- ❖ *Dr. Carrie Klypchak explained that the membership total is currently 365, and that the number of members present on a virtual meeting that are needed for a quorum is 10%, or 36.5 members. 75 members are present and a quorum was recognized.*
- ❖ *Dr. Carrie Klypchak presented the proposed changes to the By-Laws as presented in Appendix A.*
- ❖ *Craig Hertel put the by-law changes to a vote, via the poll function of the zoom meeting. The vote passed with 67 votes in favor, 0 votes opposed.*

## **C. Nominations**

- ❖ *Craig Hertel presented the following list of positions and nominees, and the nominees that were present spoke to the membership regarding their nomination.*
- ❖ *Craig Hertel explained to membership that any nominations from the floor would be recognized in the chat function of the zoom meeting.*

The slate of nominees are as follows:

### **1. Board of Directors – Communications Director- Elect (2 year term/4 year total commitment)**

Carla Schumann  
Missey Head

- ❖ *Craig Hertel asked for any additional nominees from the floor. A floor nomination was made by Karen King, who nominated Aimee Kasprzyk. The nomination was recognized. Upon acceptance, Aimee Kasprzyk will be added to the list of nominees. No other nominations were made. Nominations were closed.*

### **2. Board of Directors – Treasurer Elect/Historian (2 year term/4 year total commitment)**

Larry Carpenter  
Omar Leos

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

### **3. Board of Directors – Director At-Large (2 year term) 2 Positions Open- Two with Highest Percentage of Votes Win**

Ezekiel Morgan  
Kelsey Kling  
Phillip Morgan

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

### **4. Standards & Practices Committee - Region 2/Contest Manager (3 year term)**

Cade Butler  
Kelly Parker

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

**5. Standards & Practices Committee - Region 4/Contest Manager (3 year term)**

Jacob Layton  
Megan Thompson  
Mike Doggett

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

**6. Standards & Practices Committee - Region 2/ Adjudicator (3 year term)**

Bill Doll  
Colin Wells  
Jenae Yerger Glanton

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

**7. Standards & Practices Committee - Region 4/ Adjudicator (3 year term)**

Joel Garza  
Mark Stringham  
Scott Schumann

- ❖ *Craig Hertel asked for any additional nominees from the floor. No other nominees were made. Nominations were closed.*

- ❖ **By virtue of the approval of the by-law changes by membership, the Board is excited to welcome the following committee members for the CORE Value Committee!**

**CORE Values Board Member Representative – Phillip Taylor**

**CORE Values Committee – Appointed Positions:**

Chair	Rachel Harrah
Region I	Zachery Kocorek-Gentry
Region II	Amy Jordan
Region III	Norma Thomas
Region IV	Rosendo DeLeon
At-Large	Kim Kao Hines
At-Large	Aaron Brown

**VI. Announcements**

- A. Board of Directors will hold an online meeting on January 23<sup>rd</sup>, 2022.
- B. The Board will have its regular summer meeting in June.

This is the time to submit concerns to the Board. All submitted concerns will go the Standards & Practices Committee at the summer meeting. This committee will make recommendations for action/no action to the Board.

- C. Please remember to email [support@ttaa.org](mailto:support@ttaa.org)

- ❖ *Craig Hertel adjourned the meeting at 6:48 pm.*

# Appendix A

## Texas Theatre Adjudicators and Officials (TTAO) By-Laws (Proposed Revisions September 2021)

### Article I: Name

This organization shall be known as the Texas Theatre Adjudicators and Officials: henceforth referred to in these By-Laws as TTAO.

### Article II: Purpose

The purpose of this organization shall be to provide a group of experienced theatre adjudicators and contest managers for educational theatre competitions in Texas through coordination of appropriate certification and training for new officials as well as to provide ongoing professional development for members as necessary.

### Article III: Membership

**Section 1.** Membership will be made up of active certified adjudicators, active certified contest managers, and emeritus members. The U.I.L. State Theatre Director will serve as the ex-officio non-voting member.

**Section 2.** The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues payable to TTAO by members. **Annual dues are payable in advance of the first day of each fiscal year.**

### Article IV: Government

The government of the TTAO shall be vested in its Board of Directors and approved by the membership as provided for in these By-Laws.

### Article V: Board of Directors and Terms of Office

**Section 1.** Officers of TTAO shall be a ~~Chair~~ **President**, a ~~Chair-Elect~~ **President-Elect**, an immediate ~~Past-President~~, a Treasurer, and a ~~Secretary/Communications~~ **Communications Director**, all of whom shall execute the duties of their office as provided for in the Manual of Operations. Officers are elected for a two-year term and shall not succeed themselves **on the Board, except in the cases of the President-Elect and President who will assume the roles of President and Past-President, respectively, upon completion of their initial terms.** Additional voting board members include a **Treasurer-Elect/Historian, a Communications Director-Elect, a Core Values Director, and three At-Large Directors.** The UIL State Theatre Director shall serve as an ex-officio non-voting member for a term commensurate with tenure in office.

**Section 2.** If an officer cannot fulfill the term of office, the remaining TTAO officers shall recommend a current or former member of the Standards & Practices Committee to fulfill the vacant office. That recommendation shall be approved by a majority of the Board of Directors.

### Article VI: Election of Board of Directors

**Section 1.** The Nominating Committee will present a slate of prospective candidates for the Board of Directors.

**Section 2.** The election of ~~Chair-Elect~~ **President-Elect**, Treasurer-Elect/Historian, ~~Secretary/Communications~~, and ~~three Director-At-Large members~~, **Communication Director-Elect, Core Values Director, and the three At-Large Directors** shall occur **by a vote of TTAO members.** Any nominee receiving a majority of the votes cast by the members shall be elected.

**Section 3.** A vote may be called to begin proceedings to remove a Board member upon recommendation of the majority of the remaining Board of Directors or by a vote of 51% of a quorum of members at a regular meeting. A Board member may also be subject to removal at any time by calling a special meeting following the procedures provided in the Manual of Operations for a special meeting of the members of TTAO. The notice of the meeting will state that the issue of possibly removing a board member will be on the agenda. At the special meeting or regular meeting, the board member may present evidence of why ~~she or he~~ **they** should not be removed. Also, at the meeting, TTAO members will consider possible arrangements for resolving the problems that are in the mutual interest of TTAO and the board member. Removal of a board member requires the affirmative live vote of two-thirds of the TTAO general membership present at the meeting (electronic or proxy votes will not be considered). A quorum must be established to conduct business at either a regular or special meeting.

### Article VII: Standing Committees

#### Section 1. Standards and Practices Committee -

The Standards and Practices Committee serves as the nominating committee for the organization. It reviews and makes recommendations to the board for changes to standards and practices of the organization. It also reviews and makes recommendations to board regarding advocating changes to the University Interscholastic League One-Act Play contests.

### **Section 3. Scholarship and Awards Committee**

The Scholarship and Awards Committee considers and makes recommendations to the TTAO Board regarding any TTAO awards or scholarships.

### **Section 4. Executive Committee**

The Executive Committee is composed of the President, President-Elect, and Past-President. This committee shall be the first body to review and adjudicate grievances. This Committee shall also advise the President on day-to-day activities of the organization that do not require a board vote.

### **Section 5. Core Values Committee**

The Core Values Committee makes recommendations and offers strategic insight to the board regarding TTAO's stated Core Values: Education, Diversity, Integrity, Transparency, and Service.

### **Section 6. Contest Manager Review Committee**

The Contest Manager Review Committee reviews contest manager feedback and makes recommendations to the board regarding contest manager training.

### **Section 7. Area, Region, State Recommendation Committee**

The Area, Region, State Recommendation Committee is comprised of the State Meet Adjudicators from a current year who review Adjudicator Evaluations, make recommendations to the U.I.L. State Theatre Director for Adjudicator assignment considerations at upper-level contests for the following year, and make recommendations to the TTAO Board of Directors for newly qualified members with Area, Region, and State judging designations.

## **Article VIII: Meetings**

**Section 1.** Board of Directors Meetings: The Board of Directors shall **minimally** meet bi-annually.

**Section 2.** General Membership Meetings: The Board of Directors shall set date, time, and place for the regular meetings of the TTAO.

**Section 3.** Special Meetings: Special Board of Directors meetings may be called by, or at the request of, the **Chair, President**, two or more board members, or members having not less than one-tenth of the votes entitled to be cast at the meeting.

**Section 4:** Notice of Meetings: TTAO shall provide written notice of date, time, and place of a meeting of the members of TTAO and, if the meeting is a special meeting, the purpose(s) for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting.

**Section 5:** Quorum: Ten percent of the active membership shall constitute a quorum. Only active members are eligible to vote.

## **Article IX: Financial Records and Annual Reports**

**Section 1.** (a) TTAO shall maintain current and accurate financial records with complete entries as to each financial transaction of TTAO, including income and expenditures, in accordance with generally accepted accounting principles. (b) Based on the records maintained under Subsection (a), the Treasurer and Treasurer-Elect of TTAO shall annually prepare and the Board of Directors will approve a financial report for TTAO for the preceding year. The report must conform to generally accepted accounting standards:

1. a statement of support, revenue, and expenses
2. a statement of changes in fund balances
3. a statement of functional expenses
4. a balance sheet for each fund

**Section 2.** Availability of Financial Information for Public Inspection. (a) TTAO shall keep records, books, and annual reports of TTAO's financial activity for at least ten years after the close of the fiscal year. (b) TTAO shall make the records, books, and reports available to the public for inspection and copying. TTAO may charge a reasonable fee for preparing a copy of a record or report.

## **Article X: Application and Distribution of Property**

After all liabilities and obligations of TTAO in the process of winding up are paid, satisfied, and discharged, the property of TTAO shall be applied and distributed as follows: (1) property held by TTAO on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and (2) unless otherwise provided by TTAO's certificate of formation, the remaining property of TTAO shall be distributed to the Texas Educational Theatre Association, Inc.

## **Article XI: Recommendations for Amendments to the By-Laws**

**Section 1.** Recommendations for amending the By-Laws may be made at a regular or special meeting by a two-thirds majority of votes cast. A quorum (10% of membership) must be present at a live meeting ~~and~~ or the Board of Directors may choose to conduct an electronic vote requiring two-thirds affirmative response from the active membership for approval. A written copy of the proposed recommendation(s) must be submitted to the membership prior to the live or electronic vote. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted only by the membership. The notice of any meeting at which these By-Laws are altered, amended, or repealed or by which new By-Laws are adopted will include the text of the proposed By-Law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The notice shall be delivered to each member entitled to vote at the meeting not later than the 7<sup>th</sup> day and not earlier than the 30<sup>th</sup> day before the date of the meeting.

## **Article XII: Legal Construction**

Miscellaneous provisions: These By-Laws will be construed under Texas Law. All references in these By-Laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

To the greatest extent possible, these By-Laws construed to conform to all legal requirements and all requirements from obtaining and maintains all tax exemptions that may be available to non-profit corporations. If any By-Law provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-Laws will be construed as if they had not included an invalid, illegal or unenforceable provision.