

**The Lyric Council Inc.
Bylaws II**

**ARTICLE I
Name**

The name of this organization shall be The Lyric Council, Inc., a non-profit corporation with its principal office in Blacksburg, Virginia.

**ARTICLE II
Mission**

The Mission of the Lyric Council is to enhance community participation in the arts and culture by:

- maintaining and preserving the Lyric Theatre.
- partnering with community arts groups, through the Lyric Theatre and the Community Arts and Information Office, to provide a diversity of films, live programs, arts information, and gallery opportunities and exhibitions to the community.
- establishing and promoting Blacksburg, Virginia as an arts destination for the region.

**ARTICLE III
Membership and Dues**

SECTION 1. MEMBERSHIP QUALIFICATIONS: Membership in The Lyric Council shall be open to any person having an interest in promoting the purposes of the organization.

SECTION 2. CLASSES OF MEMBERSHIP: There shall be two classes of membership in the organization; a member may hold more than one class of membership as long as qualifications are met under the provisions of this article.

A. Active Participating Member: one who has paid annual dues. Annual dues for active participating members shall be set by the Board of Directors. Any change in the amount of dues prescribed must be approved by a two-thirds vote of the entire Board of Directors. Initial dues shall be paid upon application for membership. Renewal dues are payable annually and must be paid by January 31 to be eligible for participation in the Annual meeting.

B. Honorary Member: may be conferred for life upon a person by a two-thirds vote of the Board of Directors. The title of Honorary Member shall entitle the holder to all privileges of membership.

SECTION 3. VOTING: In election for the Board of Directors each membership will be entitled to one vote. Absentee voting will be permitted by a written and signed proxy in a form approved by the Board, stating the subject(s) being voted upon.

ARTICLE IV
Meetings of Members

SECTION 1. ANNUAL MEETING: The annual meeting of the membership of the organization [also referred to as 'Celebrating the Lyric'] shall be held during the month of February, not less than 60 days following the December meeting of the previous year, and at a time and place to be determined by the Board of Directors. The purpose of the meeting is to receive reports of officers and standing committees, to elect directors, and conduct any other business to be brought before the General Membership.

SECTION 2. SPECIAL MEETINGS: Special meetings of the membership shall be held upon a resolution adopted by an affirmative vote of two-thirds of the Board of Directors, which resolution shall set the date, time, and place, and matters to be considered at such a special meeting. Such a meeting must be called by the Board of Directors if requested to do so by fifteen (15) or more members, who must submit such request in writing, signed by each petitioner.

SECTION 3. NOTICE OF MEETING: All members in good standing shall be notified of annual or special meetings at least five (5) working days prior to the date of the meeting by U.S. mail, telephone or by other electronic mediums as allowed by Virginia code.

SECTION 4. QUORUM: A quorum at any annual or special meeting of the membership shall consist of those members in good standing who are present in person or by proxy. Members in good standing are those who have paid their dues by the immediate January 31 prior to the meeting.

ARTICLE V
Board of Directors

SECTION 1. EXERCISE OF CORPORATE POWERS: All corporate powers will be exercised by or under the authority of the Board of Directors. The business affairs of the corporation shall be managed under the direction of the Board of Directors. The Board shall conduct all business of the organization not required by the Bylaws to be brought before the General Membership.

SECTION 2. NUMBER, TERM AND QUALIFICATIONS: The Board of Directors shall be composed of twelve (12) elected members. If not otherwise serving an elected term, the immediate past-chair shall be an ex-officio, non-voting member. Directors shall be elected at the annual meeting of the corporation for a term of three years, which shall begin at the next regularly scheduled meeting of the Board. A current member shall be eligible for nomination to the Board.

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Each year, new Directors shall be elected for full three-year terms. A director may serve two consecutive three-year terms, plus any partial term resulting from an election to fill an unexpired term of another member. Any director having completed two full terms must sit off the Board at least one (1) year prior to qualifying for re-election.

Directors shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3. BOARD COMPOSITION: The twelve members of the Board shall include four (4) officers (Chair, Vice Chair, Secretary and Treasurer) and eight (8) Directors who shall serve as assigned on a standing committee.

SECTION 4. NOMINATION AND ELECTION OF DIRECTORS: At least 120 days prior to the annual meeting, the Chair shall appoint the Nominating Committee (composed of one retiring Board member, one continuing Board member and at least three members in good standing who are not currently on the Board) to prepare a slate of nominees for the positions open the following year, plus any positions open as a result of any vacancies created by an unexpired term of a director who has resigned, died, or been removed.

The Chair of the Nominating Committee shall present a slate of nominations to the Board at the December meeting. All nominees must be current members and agree to serve, if elected, prior to their names being placed before the membership for consideration. All nominations must be received by the Chair of the Nominating Committee by November 30.

All nominees must come from existing paid memberships, must come through the Nominating Committee, and must be communicated to the membership prior to the annual meeting. The notice to members must announce the February annual meeting date, include the number of director slots to be filled, and include a brief biographical statement from each nominee and reasons for their interest in the Lyric.

The election session at the February annual meeting shall be conducted in accordance with Article III, Section 3. of these Bylaws. A tie vote shall be resolved by a re-vote of those members physically present. Proxies may not be used to settle a tie vote. Should this second vote result in a tie, the tie will be broken by a coin toss performed by the Chair of the Nominating Committee.

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SECTION 5. VACANCIES: Should an elected Director die, resign, or be removed from office, the Chair shall ask the Chair and the Nominating Committee to designate at least one (1) nominee for the vacancy, and the Board shall then by secret ballot elect an individual to serve for the balance of the year. If a vacancy occurs, leaving an unexpired term extending beyond the end of the year, the vacancy shall be filled at the next election of Directors.

SECTION 6. REMOVAL: Any Director may be removed from office, with or without cause, by affirmative vote of two-thirds of the entire Board of Directors. Additionally, a Director failing to attend three (3) consecutive regular meetings of the Board without prior notice to the Chair may be removed by a majority vote of the Board.

ARTICLE VI
Meetings of the Board of Directors

SECTION 1. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held monthly on a date, time, and location determined by the Board. Regular meetings shall generally be open to all members in good standing. The Board shall have the authority, however, to elect to go into closed session for purposes of conducting business of a sensitive or personal nature as defined by the Virginia Freedom of Information Act.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the Chair, or at the request of three (3) members of the Board, or when requested by fifteen members in good standing. Notice of the time, place, and purpose of each special meeting shall be mailed to each member of the Board at least five (5) working days prior to the meeting. In urgent situations this time requirement may be waived by the Chair in lieu of more expedient telephone or hand delivered notification.

SECTION 3. QUORUM: Seven (7) members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board. Unless otherwise stated in these Bylaws an affirmative vote by a majority of the Directors present shall constitute the decision of the Board.

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ARTICLE VII
Officers

SECTION 1. NUMBER AND TERM: The officers of the corporation shall be a Chair, a Vice Chair, a Secretary and Treasurer, who shall serve a term of one (1) year following their election or appointment and until a successor is elected and qualified. The Board may choose to add additional officers as necessary.

SECTION 2. ELECTION OF OFFICERS: Members of the Board shall elect their officers for terms of one (1) year at the regularly scheduled meeting of the Board following the annual meeting. The Chair or a member of the Nominating Committee shall conduct the election of new officers for the coming year.

SECTION 3. VACANCIES: Should the Chair die, resign, or be removed from office, the vacancy thus created shall remain unfilled and the Vice Chair shall assume the duties of the Chair for the balance of such term, provided that if there is a vacancy in the office of Vice Chair at the time of death, resignation or removal of the Chair, the Board of Directors shall choose one of its members to serve as Chair Pro Tem for the balance of the term. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Directors for the unexpired portion of the term.

SECTION 4. CHAIR: The Chair shall preside at all meetings of the Board and General Membership. With advice and consent of the Board of Directors, the Chair shall appoint all committees and chairs. The Chair shall perform all of the duties usually pertaining to the office of Chair.

SECTION 5. VICE CHAIR: The Vice Chair shall act in the absence of the Chair.

SECTION 6. SECRETARY: The Secretary of the corporation shall maintain an accurate record of the proceedings of the corporation, of the Board of Directors and all committees.

SECTION 7. TREASURER: The Treasurer shall be responsible for overseeing the safeguarding of all funds received by the corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The treasurer shall serve as Chair of the Financial Review Committee.

SECTION 8. The Board of Directors shall appoint an Executive Director, who will be in charge of the operation of the Lyric Theatre. The Executive Director shall be responsible for its administration and its activities according to the policies established by the Board. He or she shall have authority to employ and dismiss personnel of the staff and expend funds in accordance with policies and budgets approved by the Board. The Executive Director shall submit an Annual Report at the Annual Meeting on the conditions and activities of the Theatre, and shall make such recommendations in regard thereto as seen fit. The Executive Director shall submit regular progress reports at the meetings of the Board and call to their attention any matters requiring action or notice. The scope of the Executive Director's job description may be amended by corporate resolution of the Board.

ARTICLE VIII

Committees

SECTION 1. CREATION: The Board of Directors may create such standing and/or ad hoc committees as it deems advisable from time to time to advance the program of the organization and shall authorize and define the term of existence, specific powers and duties of all committees, and shall annually review and approve all committee activities and proposed programs.

SECTION 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the officers of the corporation. The Executive Committee shall have all powers of the Board of Directors in the management of the business and affairs of the corporation between meetings of the Board of Directors. Members may be polled for a vote when necessary or may send a vote in writing if they cannot attend the Executive Committee meeting. All actions of the Executive Committee shall be approved at the next regular Board meeting.

SECTION 3. STANDING COMMITTEES: Standing Committees shall consist of at least three (3) members, at least one (1) of whom shall be a member of the Board. The following standing committees shall be established by the Board of Directors:

BUILDING COMMITTEE – It shall be the responsibility of the Building Committee to review the equipment and physical condition of the Lyric Theatre, and other properties owned or leased by the corporation, and recommend to the Board any potential renovations, replacement or additional equipment needs, maintenance issues, and long-term concerns.

DEVELOPMENT COMMITTEE- It shall be the responsibility of the Development Committee to respond to the directives of the Board to define and implement ways to raise money to fund annual and specific projects of the corporation.

FINANCIAL REVIEW COMMITTEE – It shall be the responsibility of the Financial Review Committee to review, at least annually, the total finances of the corporation and make suggestions about short-term and long-term practices that would increase the effective use of the corporation's finances.

MARKETING AND COMMUNITY RELATIONS COMMITTEE – It shall be the responsibility of the Marketing and Community Relations Committee to evaluate the Theatre's existing community relationships and marketing practices and to suggest ways to strengthen connections with the greater Blacksburg community and effectively market the Lyric Theatre and its programs and projects.

SECTION 4. GENERAL AUTHORITY AND FUNCTION: Committees shall make investigation, conduct studies, make recommendations to the Board of Directors and engage in such other activities as may be specifically authorized or delegated to them by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

SECTION 5. COMMITTEE REPORTS: Committee chairs shall present reports of the activities of their respective committees (orally and/or written) at the regularly scheduled meetings of the Board.

SECTION 6. APPOINTMENT OF COMMITTEE CHAIRS: The Board Chair shall appoint the Chair of each committee subject to confirmation of the Board of Directors. The Board Chair is an ex officio, non-voting member of every committee.

SECTION 7. MEETINGS: Meetings of the committees may be called at any time by the Chair of such group or by the Chair or Vice Chair of the organization.

ARTICLE IX Advisory Council

SECTION 1. COMPOSITION: The members of the Advisory Council shall consist of selected and interested persons, and the Chair and Treasurer of the Board of Directors. The Advisory Council shall serve in advisory (non-voting) capacity especially in the areas of finance, programming, growth, and physical plant.

SECTION 2. TERM OF OFFICE: The Advisory Council members shall be approved by the Board of Directors and shall serve as called upon by the Board in an ad hoc capacity.

SECTION 3. MEETINGS: The Advisory Council members shall meet with each other or with Board members as needed. Members of the Advisory Council shall be invited to attend the Annual Meeting held in February.

ARTICLE X Financial Matters

SECTION 1. No funds of the Corporation shall be invested or expended without authorization of the Board.

SECTION 2. The Corporation's fiscal year shall be January 1 through December 31 of each year. The books of account of the Corporation shall be inspected annually by the Financial Review Committee and reported to the Board. Either a Review or an Audit shall be performed annually by a CPA.

ARTICLE XI Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational activities in the promotion of the arts as shall at the time qualify as an exempt organization or organizations under Section 509(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII

Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws. At any duly called meeting of the Board of Directors, any Director may request a motion to waive the rules of order to take up an unusual or unscheduled item of business.

ARTICLE XIII Amendments to the Bylaws

The Board of Directors shall have the authority to amend these Bylaws. The Chair of the Board of Directors shall appoint a committee to review the by-laws as needed. This committee shall review the Bylaws and present any recommendations for Bylaws change to the Board within ninety (90) days of their appointment. Board approval of Bylaw changes requires prior appropriate notification to the general membership followed by a two-thirds affirmative vote of the entire Board.

In addition, these Bylaws may be amended at any meeting of the General membership by a two-thirds vote of the members present, provided that: the amendment has been submitted in writing at a previous meeting of the Board of Directors or General Membership; and, that all members in good standing shall be notified by the Secretary of the nature of the amendments and the time and place of the meeting by U.S. mail or by telephone at least five working days prior to the date of the meeting.

Adopted on March 23, 1995.

Amended January 18, 1999.

Revised and approved July 26, 2001.

Amended December 5, 2009

Amended October 27, 2011