Bylaws

I. PURPOSE

1. The organization known as the Smithfield Little Theatre ("the Theatre"), whose principal office is located at 210 North Church Street, Smithfield, Virginia, is incorporated under the laws of the Commonwealth of Virginia and is classified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

   The purpose of the Theatre is to produce and perform plays and musical productions to promote the theatre arts through public education and entertainment.

2. The overall mission of the Theatre is to facilitate the production and performance of plays, musical productions, and other artistic endeavors. The ultimate goal is to promote the arts through public education and entertainment while fostering community involvement.

II. MEMBERSHIP

Membership in the Theatre is open to all persons eighteen years or older who support the Purpose of the Theatre, who abide by these Bylaws and policies set forth by the Board, and who have paid all dues. Any member in good standing is entitled to vote in the election of the Directors at the annual meeting.

All members in good standing are entitled to all privileges of membership. The membership categories and dues structure are as determined by the Board of Directors.

III. BOARD OF DIRECTORS

1. **Size and composition.** The management and control of the affairs of the Theatre and the direction of its work and its programs are vested in a Board of Directors consisting of twelve members, with four members elected each year. The Board is led by officers as defined below.

2. **Term.** There shall be no limit to the number of consecutive terms a board member may serve. Each additional three-year term shall remain subject to the standard nomination and election process, requiring both Board approval and a membership vote at the Annual Meeting in July. No more than 3 of the 4 board members scheduled to conclude the term on the board may remain.

3. **Nomination.** A Nominating Committee presents candidates for election at the annual meeting. Any member in good standing may nominate one or more candidates to fill the vacancies occurring on the Board of Directors at the annual meeting. Those nominated must become members of the Theater by the conclusion of the annual meeting in which they are nominated and remain members in good standing for the duration of their term; and they must consent to being nominated and have agreed to serve if elected.

4. **Election.** Election is by a plurality of votes cast by the members present at the annual meeting. The method of balloting shall be at the discretion of the Board. If any office is vacated during a current term, it may be filled for the remainder of the term by appointment by the President with consent by majority vote of the Board. A member appointed to fill a vacant position shall not be deemed to have served a full term and shall be eligible to serve the next term if so nominated and elected.

5. **Resignation.** The resignation of a Board member becomes effective upon the receipt of written or email notice by the President or the Secretary.

6. **Removal.** The Board has the authority by vote of seven of its members at a regular or special meeting to remove a Board member for cause, including disregard of these Bylaws or being absent from any three regular Board meetings in a twelve month period, unless a legitimate excuse for the absences is presented to the President and deemed satisfactory by the Board members. The Board member who is the subject of the motion for removal does not vote on the motion.

7. **Remuneration.** Board members serve without remuneration except for reasonable expenses which may be reimbursed as approved by the Board.

IV. OFFICERS

The officers of the Board are President, Vice President, Secretary and Treasurer. The Board may, at its discretion and by majority vote of the Board, designate and appoint such additional officers as may be necessary to carry out the business of the Theatre. The offices of Secretary and Treasurer may be held by the same person.

1. **President.** The President is the principal executive officer of the Theatre, presides at all meetings and performs all duties incident to the office, including the ability to sign checks and making decisions in the theatre's best interest. The President establishes committees as needs arise and appoints committee chairpersons.

2. **Vice President.** The Vice President acts in the absence or disability of the President, maintains Theatre security, to include but not limited to door access codes and alarm system communication, and performs the duties incident to the office as may be assigned by the President.

3. **Secretary.** The Secretary keeps the current records of the acts and proceedings of the Board. The Secretary maintains the Calendar of Theatre Usage and ensures that it is current and accurate. The Secretary has general charge of corporate records and performs the duties incident to the office and as may be assigned by the President.

4. **Treasurer.** The Treasurer has custody of the funds of the Theatre and reports thereon at all meetings of the Board. The Treasurer performs all duties assigned to the office, including facilitating reimbursements, coordinating with the bookkeeper, relaying financial standing information to the Board, monitoring investments and suggesting any modifications required, the ability to sign checks and oversees the budget and financial controls of funds managed by the Theatre. During the absence of the Treasurer, checks on corporate funds shall be signed by the President.

5. **Election.** The officers are elected by majority vote of the Board immediately after the election of Directors at the annual meeting. Officers serve for a term of one year.

6. **Removal.** An officer is subject to removal for cause from his or her elected office at any time by a majority vote of the Board at a regular or special meeting. If the majority of Board members agree, the Officer removed may continue to serve as a Board Member. In the event of a vacancy, the Board may fill the same for the unexpired portion of the term by a majority vote of the Board.

V. COMMITTEES

1. **Season Development Committee.** A season development committee is composed of not less than three members, all in good standing of the Theatre. The Chair is appointed by the President. The function of the committee is to review all submissions proposed for production at the Theatre and recommend for the Board's approval of productions that best fulfill the mission of the Theatre. The season development committee also suggests and the Board approves directors and producers for the productions presented and approved by the Board of Directors.

2. **Nominating Committee.** At least 30 days prior to the annual meeting, the President appoints a nominating committee of three members, one from the Board of Directors and two from the general membership. This committee proposes candidates to fill the vacancies on the Board of Directors occurring at the close of the fiscal year. Nominees must become members of the Theater by the conclusion of the annual meeting in which they are nominated and remain members in good standing for the duration of their term; and they must consent to being nominated and have agreed to serve if elected.

3. **Audit Committee.** An audit committee is appointed by the President and consists of not less than three members, one from the Board of Directors and two from the general membership. All must be in good standing of the Theatre and affirmed by the Board of Directors. Committee members may not consist of the President, Treasurer, or bookkeeper of the year being audited. The primary function of the audit committee is to provide oversight of the financial reporting process, the audit process, the theatre's system of internal controls and compliance with laws and regulations. The review will be completed within 60 days of the close of the Theatre's fiscal year.

   In the case of the audit committee the President appoints committee members but the Board affirms nominations.

4. **Other Committees.** Other committees may be established by the President as deemed necessary, authorizing and defining the authority and duties of those committees.

5. **Appointments.** The President may appoint members of all committees from the Board or from the general membership. All established committees will report progress and results to the Board as specified by the President.

VI. MEETINGS

1. **Quorum.** Seven Board members, two of whom are Officers, constitute a quorum for any meeting. Throughout these bylaws, the phrase “majority vote of the board” shall mean a majority vote of the quorum.

2. **Notice.** Notice of Board meetings is given to Board members at least five days prior to such meetings. Notice may be given via the Board member’s email address provided to the Secretary or otherwise as the Board members may agree.

3. **Board Meetings.** The Board of Directors meets once a month at a date, hour and place determined by the Board. The annual meeting is considered a Regular Meeting for the purpose of satisfying this requirement. Special Board meetings may be called by the President as needed or by five members of the Board. A quorum is required to approve any motions made during such Special Board meetings.

4. **Annual Meeting.** An annual meeting of the membership is to be held within 30 days after the conclusion of the fiscal year for the presentation of reports by officers and committee chairs and for the election of Board members and officers. Notice of the annual meeting will be posted on the Smithfield Little Theatre website no less than 30 days prior to the meeting.

5. **Special Membership Meetings.** Special membership meetings may be called:
    a) at the discretion of the President; or
    b) by seven members of the Board; or
    c) one-half of the general members in good standing on a written petition made to the President or Secretary. Notice of such a special meeting, explaining its purpose, is given in writing or by email with at least three days’ notice. Only such business may be transacted as is designated in the call thereof.

6. **Action without Meeting.** Any action required or permitted by these Bylaws to be taken at a meeting of the Board may be taken without a meeting if the action is taken by eight votes of the Board. A vote on a motion may be provided in the form of an email sent to the Secretary from the individual Board members’ personal email accounts. When votes are taken by email, each email ballot shall be printed and kept within the minutes of the next regular board meeting following the email vote.

7. **Order of Business.** The order of business at any regular or special meeting of the Board shall be (a) call to order, (b) presentation and disposal of any unapproved minutes, (c) reports, (d) elections (if applicable), (e) unfinished business, (f) new business, and (g) adjournment.

VII. FINANCIAL MATTERS

1. **Fiscal Year.** The fiscal year of the Theatre is July 1 to June 30, inclusive.

2. **Management of Funds.** All funds are deposited in bank or other depositories as designated by the Board. The President may authorize reimbursement of nonbudgeted expenses up to $200. Nonbudgeted expenses in excess of this value require prior approval by a majority of the Board. If an exceptional/emergency scenario requires it, the President will have authority to authorize expenses greater than $200, subject to ratification by a majority of the Board after the fact.

3. **Annual Operating Budget.** No later than the last Board meeting prior to the end of the fiscal year, the preliminary annual budget is developed by the Treasurer and presented to the Board for approval. No later than the second Board meeting of the new fiscal year, the final annual budget will be prepared by the Treasurer and presented to the Board for ratification.

4. **Annual Audit.** The Board has the Treasurer's accounts examined each year by the audit committee, which reports thereon to the Board. This notwithstanding, every year that ends in a "0" or a "5" will additionally have an audit conducted by a CPA.

5. **Engagement of Bookkeeper.** The Board may agree to engage a bookkeeper to assist the Treasurer in the management of funds. In this role, the bookkeeper may be authorized to sign checks for corporate funds in lieu of the President or the Treasurer, should the Board so choose.

VIII. AUTHORIZED ACTIVITIES

The Theatre may conduct and carry on only those activities allowed for organizations exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code. It does not, as a substantial part of its activities, attempt to influence legislation nor participate or intervene to any extent in any campaign for or against any candidate for political office.

IX. POLICIES OF THE THEATRE

1. **Code of Ethics.** The members of the Board of Directors are expected to act with honesty, integrity and openness in all dealings with Theatre members, fellow Board members, outside entities and the general public. Theatre programs and initiatives are conducted in a manner that reflects fairness, respect, integrity and a commitment to promoting inclusiveness and diversity in its programs and constituents served. Theatre business is transacted with transparency and financial accountability.

2. **Code of Conduct.** The Board of Directors shall adopt and maintain a Code of Conduct establishing the standards of behavior and expectations for volunteers of the Theatre. The Code of Conduct may be amended by majority vote of the Board of Directors and shall be made available to all volunteers. The Board shall determine which volunteer positions require a signed acknowledgment of the Code of Conduct. All volunteers are expected to comply with the Code of Conduct regardless of whether a signed acknowledgment is required.

3. **Conflicts of Interest.** No Board member shall derive any personal profit or financial gain by reason of his or her position with the Theatre beyond that accruing to any citizen or Board member as a result of Theatre initiatives or projects. Board members are expected to identify to the Board any outside affiliation or relationship that may directly or indirectly benefit him or her financially in connection with Theatre projects or initiatives. A Board member is expected to not participate in any decision or vote which may directly or indirectly financially benefit him or her.

4. **Fundraising.** All fundraising efforts including the solicitation of grants from any public or private entity undertaken by the Theatre are solely and directly to benefit the Theatre and its sponsored initiatives and programs. The purpose of the fundraising and the intended use of funds are to be clearly communicated to donors or granting entities. Fundraising activities are conducted with the highest ethical standards and in conformance with Federal and Commonwealth of Virginia laws and regulations. Funds raised and associated expenses are accounted for in general ledger accounts specified exclusively for such purposes.

5. **Real and Personal Property.** No real and personal property owned in the name of the Theatre or interest therein (including easements) shall be placed under contract, purchased, sold, conveyed, encumbered, accepted or leased by the Theatre, a Board member or any individual associated with or previously associated with the Theatre until written approval is granted by vote of seven Board members at a regular or special meeting.

6. **Reporting Suspected Misconduct or Malfeasance.** Any member, Director of the Board, volunteer or individual with dealings with the Theatre who reasonably believes any practice or activity of the Theatre is in violation of the law should file a written complaint with the President of the Board of Directors or any other Theatre Board member. It is the intent of the Theatre to adhere to all laws and regulations that apply to it and it is the objective of this policy to support a goal of full and complete compliance. The Theatre will not retaliate against and will protect the confidentiality of a Board member, volunteer or any individual, entity or organization with which the Theatre has a business relationship who in good faith has made a protest or raised a complaint against a practice of the Theatre.

7. **Privacy Policy.** The Theatre shall adopt and maintain a Privacy Policy governing the collection, use, storage, and protection of personal information obtained from members, volunteers, patrons, donors, and other individuals interacting with the Theatre. The Privacy Policy may be amended by a majority vote of the Board of Directors and shall be made available to all volunteers.

X. DISSOLUTION

In the event of dissolution or termination of the Theatre by any means whatsoever, and after appropriate provisions have been made for all outstanding obligations of the Theatre, any remaining assets will be distributed exclusively for the benefit of the citizens of Isle of Wight County to an organization or organizations qualified as exempt under section 501(c)(3) of the Internal Revenue Code.

XI. AMENDMENT OF THE BYLAWS

The Board by eight votes at a regular or special meeting has the power to make, alter, or amend these Bylaws except for the paragraph “Authorized Activities”.

Notice of the intent to amend the Bylaws must be given to members of the Board ten days in advance of the meeting in writing or by email.

XII. CURRENT REVISION

The current revision of these Bylaws is dated August 10, 2026, and was adopted by the Board of Directors on that date.