

# Smithfield Little Theatre Bylaws

## I. PURPOSE

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.

## 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 nine members, with three members elected each year. The Board is led by officers as defined below.

**2. Term.** Directors maintain current membership in the Theatre and hold office for a single term of three years. The term in office begins immediately after election and ends at the annual meeting after the conclusion of the third year. Any member may serve multiple terms on the Board, but the terms may not be consecutive.

**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 be current members in good standing and must 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 five 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 consecutive regular Board meetings, 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. 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 and performs other duties and has such other responsibilities as may be prescribed by the Board.

**3. Secretary.** The Secretary keeps the current records of the acts and proceedings of the Board. The Secretary has general charge of corporate records and performs the duties incident to the office and as may be assigned by the Board or 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 and

oversees the budget and financial controls of funds managed by the Theatre. During 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 from his or her elected office at any time by a majority vote of the Board at a regular or special meeting. In the event of a vacancy, the Board may fill same for the unexpired portion of the term by a majority vote of the Board.

## **V. COMMITTEES**

**1. Reading Committee.** A reading committee is appointed by the President and consists of not less than three members in good standing of the Theatre. Its function is to read all plays proposed for production and to recommend to the Board for approval plays that best fulfill the purpose of the Theatre. The reading committee also suggests and the Board approves directors and producers for the plays 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 be members in good standing and must consent to being nominated.

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

**4. 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.** Five Board members, two of whom are Officers, constitutes 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 three members of the Board.

**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 five members of the Board; or

(c) one-half of the general members in good standing on written petition made to the President or Secretary.

Notice of such special meeting, explaining its purpose, is given in writing or by email with at least three days’ notice. A Board member may waive such notice by attendance at the meeting. 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 six 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 with 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. No non-budgeted disbursements in excess of \$100 will be made without authorization by majority vote of the Board.

**3. Production Budget.** The Board approves and authorizes the budget for each production undertaken by the Theatre. A director must have prior approval from the Board before exceeding his or her authorized budget for a production.

**4. Annual Audit.** The Board has the Treasurer's accounts examined each year by an accountant and reports thereon to the Board.

## **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. Statement of Values and Code of Ethics.** The organization is dedicated to the operation of Smithfield Little Theatre and the production and performance of plays and musical productions for public education and entertainment. 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. 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.

**3. 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.

**4. 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 five Board members at a regular or special meeting.

**5. 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.

## **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 six 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 October 14, 2013 and was adopted by the Board of Directors on that date.