

# **The Lyric Council, Inc.**

## **Bylaws**

### **ARTICLE I**

#### **Name**

The name of the 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 historic Lyric Theatre building while sustaining state-of-the-art technology and infrastructure
- providing a diversity of arts programming to the community
- establishing and promoting The Lyric Theatre as a regional arts destination
- partnering with community organizations

### **ARTICLE III**

#### **Membership**

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

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

- A. Active Participating Member: one who has paid an annual donation. Annual donation levels for active participating members shall be set by the Board of Directors (Board). Any change in the donation level prescribed must be approved by a two-thirds vote of the entire Board. Initial donation shall be paid upon application for membership. Renewal membership donations are payable annually on a rotating basis but must be received by January 31 of each year 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. The title of Honorary Member shall entitle the holder to all privileges of membership at any level determined by the Board.

SECTION 3. VOTING: In the election of Board members, each member, regardless of level or class, shall be entitled to one vote. Absentee voting shall be permitted by a written and signed proxy in a form approved by the Board, stating the candidate(s) being voted upon.

## ARTICLE IV

### Meetings of Members

SECTION 1. ANNUAL MEETING: The annual meeting of the membership of the organization shall be held during the month of February, and at a time and place to be determined by the Board. The purpose of the meeting is to receive reports from 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 may be held by an affirmative vote of two-thirds of the Board, whose resolution shall set the date, time, place, and matters to be considered at such special meeting. A special meeting *must* be called by the Board if requested to do so by fifteen (15) or more members, who must submit such a request in writing, signed by each petitioning member.

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 the *Code of Virginia*.

SECTION 4. QUORUM: A quorum at any annual or special meetings of the membership shall consist of those members in good standing who are present in person or by proxy. Members shall be considered in good standing if they have paid their membership dues as of January 31 prior to the annual 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 Executive Director in consultation with the Board. The business affairs of the corporation shall be managed by the Executive Director in consultation with the Board.

SECTION 2. NUMBER, TERM, AND QUALIFICATIONS: The Board 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 (3) years, which shall begin at the next regularly scheduled meeting of the Board. Current members are eligible for nomination to the Board.

Each year, new directors will be elected for a three-year term. 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 (2) 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 (12) 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 standing and ad hoc committees

**SECTION 4. NOMINATION AND ELECTION OF DIRECTORS:** At least ninety (90) days prior to the annual meeting, the Chair shall appoint the Nominating Committee (*composed of two Board members, and at least one member in good standing who is 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 be appointed by the Board Chair and will 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 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.

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 an affirmative vote of two-thirds of the entire Board. 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 shall be held every other month at 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 (VFOIA).

SECTION 2. SPECIAL MEETINGS: Special meetings of the Board 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 (15) 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, email, or other electronic means or hand-delivered notification.

SECTION 3. QUORUM: Seven (7) members of the Board shall constitute a quorum at any regular or special meetings 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.

## **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, with the option of renewing up to two additional years. The Board may choose to add additional officers as necessary.

SECTION 2. ELECTION OF OFFICERS: Members of the Board shall elect their officers for staggered terms 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 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 over all meetings of the Board and general membership. With the advice and consent of the Board, the Chair shall appoint all committees and chairs. The Chair shall perform all 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 Board. Each standing and ad hoc committee is responsible for maintaining accurate records of their proceedings and communicating them to the Board.

SECTION 7. TREASURER: The Executive Director shall be responsible for overseeing the safeguarding of all funds received by the corporation and for their proper disbursement and will provide the Treasurer with timely and accurate financial reports at least quarterly. All funds shall be kept on deposit in financial institutions approved by the Board. The Treasurer shall serve as Chair of the Financial Review and Development Committee.

SECTION 8. The Board shall be responsible for hiring and overseeing an Executive Director, who will be in charge of the operations of The Lyric Theatre. The Executive Director shall be responsible for its administration and activities according to the policies established by the Board. He or she shall have authority to employ and dismiss personnel 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 corporation 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 may create 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 in the

management of the business and affairs of the corporation between meetings of the Board. 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 and shall serve as the Chair of that committee. 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 physical condition of the permanent aspects of The Lyric Theatre, and other properties owned or leased by the corporation, and recommend to the Board any potential renovations of the space, maintenance issues, and long-term concerns.

**TECHNOLOGY COMMITTEE** – it shall be the responsibility of the Technology Committee to review the Lyric’s overall technology strategy and policies, including cybersecurity policies; oversee [network, audio, and video](#) equipment and technical connections owned or leased by The Lyric Theatre; monitor trends in technology; and recommend to the Board any potential replacement or additional equipment needs, maintenance issues, and long-term concerns.

**FINANCIAL REVIEW AND DEVELOPMENT COMMITTEE** – It shall be the responsibility of the Financial Review and Development Committee to review, at least annually, the total finances of the corporation and make suggestions about short-term and long-term practices and policies that would increase the effective use of the corporation’s finances. Additionally, the Committee shall respond to the directives of the Board to define and implement ways to raise money to fund day-to-day operations, as well as annual and specific funding projects of the corporation.

**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, recommend ways to strengthen connections with the greater Blacksburg and New River Valley communities and work with the Executive Director to determine the most effective marketing strategies for The Lyric Theatre , its programs, and projects.

**EDUCATION AND PROGRAMMING COMMITTEE** - it shall be the responsibility of the Education and Programming Committee to monitor and review the various programs and educational offerings of The Lyric Theatre, conduct community surveys for programmatic interests, and recommend new programs and programming policies to the Board and Executive Director as appropriate.

**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. 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 on 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 a Board member in good standing as the Chair of each committee subject to confirmation of the Board. The Board Chair is an ex officio, non-voting member of every committee.

SECTION 7. MEETINGS: Meetings of the committees should be held in the intervening months of the meetings of the full Board of Directors.

## **ARTICLE IX**

### **Financial Matters**

SECTION 1. No funds of the Corporation shall be invested or expended without Board authorization. The Board may authorize a limited and defined amount which may be spent at the discretion of the Executive Director to further the corporation's mission.

SECTION 2. The Corporation's fiscal year shall be January 1 through December 31. The books of account of the corporation shall be inspected annually by the Financial Review and Development Committee and reported to the Board. Either a review or an audit shall be performed annually by a Certified Public Accountant (CPA). Additionally, there shall be an audit performed by a CPA at least every three years.

## **ARTICLE X**

### **Dissolution**

Upon the dissolution of the corporation, the Board 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 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.

## **ARTICLE XIII**

### **Amendments to the Bylaws**

The Board shall have the authority to amend these Bylaws. The Chair of the Board shall appoint a committee to review the Bylaws as needed. This committee shall review the Bylaws and present any recommendations for Bylaws changes 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 or general membership; and, that all members in good standing shall be notified of the nature of the amendments and the time and place of the meeting by email or other electronic means at least five (5) 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

Revised and approved June 25, 2020

Revised and approved August 22, 2024