

**SCHENECTADY LIGHT OPERA COMPANY, INC.
427 FRANKLIN STREET
SCHENECTADY, NEW YORK**

BY-LAWS

LAST REVISED AND AMENDED January 8, 2019

ARTICLE I - NAME

The name of this organization shall be "Schenectady Light Opera Company, Inc." It is a membership corporation organized under the laws of the State of New York.

ARTICLE II - PURPOSE

Section 1 - The purpose of this company is:

- (A) To foster the development in the community of an appreciation of the performing arts by promoting and producing and causing to be produced, theatrical productions and entertainments and by taking part in activities having that end in view.
- (B) To offer training in the promoting or producing and staging of theatrical productions and entertainments and all other activities and arts allied and incidental thereto.
- (C) To provide means for social gatherings and activities.
- (D) To acquire property, real or personal, for the corporate purposes by grant, gift, purchase, devise, or exchange and to hold, dispose of, mortgage or lease the same.
- (E) To employ and discharge any and all staff necessary to carry on the work of the corporation and, to fix their compensation within the approved budget.
- (F) To lawfully do any and all things necessary, suitable and proper for the accomplishment of the corporate purpose.

ARTICLE III - ADMINISTRATION

Section 1 -

Should there be a variance between the By-laws and the Certificate of Incorporation, the Certificate of Incorporation shall govern.

ARTICLE IV - MEMBERSHIP

Section 1 - Voting Members

As provided herein, Voting Members shall have specific voting rights in relation to the operation of the organization. A person shall qualify for a Voting Membership by, at least once every two (2) years

- (a) Participating on a Company committee,
- (b) Participating in a Company production or event, or
- (c) Volunteering time to the benefit of the company, as determined by the Board of Directors or its designee, and
- (d) Having so participated, paid their dues on or before February 1st.

Upon meeting and maintaining the qualifications for membership, a member shall be eligible to vote.

Section 2 - Dues and the Fiscal Year

The annual dues of the Company shall be recommended by the Board of Directors, and established by a two-thirds ($\frac{2}{3}$) vote of the members of the Company who are voting on the proposal. The fiscal year shall be from June 1st to May 31st.

Section 3 - Compensation

No Voting Member of the company shall receive compensation for his effort on the Company's behalf, except as approved by the Board of Directors.

Section 4 - Removal of a Voting Member

A Voting Member may be expelled by a minimum of two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors for conduct prejudicial to the best interests of the Company. This action to expel may be initiated either by the Board of Directors or by a petition signed by fifteen (15) Voting Members of the Company, and presented to the President of the Board of Directors. Expulsion shall not become effective until said Voting Member has been provided with a statement of charges, in writing, together with an opportunity to present a defense at a hearing either before the Board, or a committee appointed by the Board. This committee shall render a report to the Board prior to final action.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Functions and Powers

The Board of Directors shall have full responsibility for the management of the Company (see Article VIII, Section 4). A majority vote of Board Members present at a duly called meeting shall decide any issue before said Board, except where otherwise provided by the By-laws. All Board Members, whether elected or appointed, shall have full voting rights, except where otherwise designated by the By-laws.

Section 2 - Members of the Board of Directors

- (A) Composition of the Board of Directors shall consist of twelve (12) total members; nine (9) Members elected by the Voting Members of the Company, and three (3) members appointed by the Board of Directors from the Community at Large, who may or may not be Voting Members of the Company. Should the Secretary and/or the Treasurer be appointed by the Board of Directors as provided by Article VI, Section 1, the Secretary and Treasurer shall serve on an ex-officio basis and shall not be Members of the Board. Should the Immediate-Past President not be elected to the Board of Directors for the next year, the Immediate-Past President of the Board of Directors shall be retained as an ex-officio Member of the Board with full voting rights.
- (B) Eligibility. A person shall qualify for election to the Board of Directors by having been a Voting Member of the Company on or before February 1st of the fiscal year prior to which the person is to serve.

Section 3 - Nominations

- (A) The Nominating Committee Chairman shall be appointed by the President at the beginning of the fiscal year. The Nominating Committee shall be composed of at least three (3) persons. It shall be the duty of the Nominating Committee to prepare a full slate of candidates for election by the Voting Members of the Company. The proposed slate shall be distributed electronically to all persons qualified to be Voting Members of the Company at least forty-five (45) days prior to the Annual Meeting.
- (B) The Nominations Committee shall present the slate to the Board of Directors for approval at least ninety (90) days prior to the Annual meeting. A simple majority of votes cast by the Board of Directors will be needed to approve the slate for distribution to the Voting Members.
- (C) No nominations shall be made from the floor.

Section 4 - Election of Board Members

- (A) The nine (9) elected Board Members will be chosen by the Voting Members of the Company. At the Annual Meeting, all vacancies to the nine (9) elected Board positions shall be filled. Board Members will be elected for a term of three (3) years. If the office of a previously elected Board Member was vacated at the conclusion of the year, but not at the end of his term, a Board Member shall be elected by the Voting Membership to fill the office for the balance of the unexpired term.
- (B) Board Members may not serve more than six (6) consecutive years as an elected member of the Board. A past Board Member who has reached the six (6) consecutive year term limit who wishes to return to the Board of Directors will not be eligible for nomination for two (2) years immediately following the end of their final term. If any

current Board Members have exceeded the current term limit at the time these By-laws are ratified, they shall complete the current year in office.

- (C) If the Immediate-Past President serves in an ex officio manner after serving six (6) years as an elected member of the Board, they will not be eligible for nomination for one (1) year immediately following the end of their ex officio term.

Section 5 - Balloting Procedures

- (A) Ballots shall be mailed by the Secretary no more than forty-five (45) days, and no later than thirty (30) days prior to the Annual meeting.
- (B) Mailed-in ballots must be received by 10:00 AM on the day of the Annual Meeting to be counted. The ballot must be marked, sealed in the covering envelope which must be signed by the voter on the outside and returned to the Secretary. Any mailed-in ballots received after 10:00 AM the day of the Annual Meeting or in an unsigned covering envelope shall be declared void.
- (C) Ballots shall be available for Voting Members to vote in-person at the Annual Meeting.
- (D) The Secretary together with one member of the Nominating Committee and one Voting Member shall be responsible for counting the ballots and announcing the results.
- (E) Elected Board Members shall be chosen by a single ballot cast by the Voting Members of the Company. Each Voting Member may choose to vote to approve or not approve the proposed slate as a whole. The vote shall be decided by a simple majority of votes cast. The results will be announced at the Annual Meeting.
- (F) In the event that the proposed slate is not approved by a simple majority of votes cast by the Voting Members of the Company, the Nominating Committee will provide a revised slate of nominees to the Voting Members within ten (10) days of the Annual Meeting. New ballots will be sent via mail and must be returned via mail within thirty (30) days of the Annual Meeting. Until a new slate is approved, the current board will remain in place.
- (G) No write-in nominations will be accepted. Any ballot returned with write-in nominations shall be declared void.

Section 6 - Irregular Board Vacancies

Appointment of persons to fill Board vacancies outside of regular elections shall be made by the remaining Board Members at the next Board Meeting following the creation of a vacancy. A majority vote of the Board shall be sufficient to appoint the person(s) to fill the vacancy/vacancies. Such appointments shall last until the close of the vacated term.

Section 7 - Appointment of Community at Large Members of the Board of Directors.

- (A) At the meeting of the Board of Directors referred to in Article VI Section 1 below, the Board of Directors shall appoint the newest Community at Large Member of the Board by majority vote.
- (B) The term of the Community at Large Members shall be three (3) years.
- (C) A Community at Large Member may only serve one (1) term as a Community at Large Member.
- (D) A Community at Large Member may continue on the Board of Directors by becoming a duly elected Member of the Board. In such a case, their term as Community at Large Member would count towards their six (6) term limit as set forth in Article V Section 4(C).

Section 8 - Removal of a Board Member

A Board Member may be expelled by a minimum of two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors for conduct prejudicial to the best interests of the Company. This action to expel may be initiated either by the Board of Directors or by a petition signed by fifteen (15) Voting Members of the Company, and presented to the President of the Board of Directors. Expulsion shall not become effective until said Board Member has been provided with a statement of charges, in writing, together with an opportunity to present a defense at a hearing either before the Board, or a committee appointed by the Board. This committee shall render a report to the Board prior to final action.

ARTICLE VI - OFFICERS

Section 1 - Election of Officers

Within two (2) weeks after the Annual Meeting, the Board of Directors shall meet for the purposes of electing Board Officers. Board Members who cannot attend may cast a vote via proxy by notifying the sitting Secretary and the Board Member holding their proxy prior to the start of the Board Meeting. Board Members shall choose from among themselves a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board deems necessary to implement the purposes of the Company. If a Board Member is not able to fill the position of Secretary and/or Treasurer, the Board may appoint an individual to fill the positions of Secretary and/or Treasurer on an ex officio basis for one (1) year. Such an appointment shall require approval of two-third ($\frac{2}{3}$) of the Board Members.

Section 2 - Regular Officers and Terms of Office

The Officers of the Company shall consist of a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Board deems necessary to implement the purposes of

the Company as outlined in Article II of these By-laws. Their terms shall expire upon the election of their successors or upon the discontinuation of their positions.

Section 3 - Duties of the Officers

The Officers of the Company shall execute the duties of their offices in accordance with the Standard Operating Procedures of the Company as defined in Article VII of these By-laws.

Section 4 - Terms of Office

- (A) The President's term will last for two (2) years. A President may serve no more than two (2) consecutive terms. If the President fills a special vacancy, that partial term of service shall not count towards the maximum number of consecutive years in the office.
- (B) The Vice President's term will last for two (2) years. A Vice President may serve no more than two (2) consecutive terms. If the Vice President fills a special vacancy, that partial term of service shall not count towards the maximum number of consecutive years in the office.
- (C) The Secretary's term will last for one (1) year. There shall be no limit to the number of consecutive terms served by the Secretary.
- (D) The Treasurer's term will last for one (1) year. There shall be no limit to the number of consecutive terms served by the Treasurer.

Section 5 - Filling Irregular Officer Vacancies

- (A) If the President's office is vacated before the end of their term, the Vice President will assume the office of President until the end of the current term.
- (B) If the Vice President's office is vacated before the end of their term, the Board will choose from among themselves a new Vice President by a simple majority vote. The newly-appointed Vice President will assume the office of Vice President until the end of the current term.
- (C) If the Secretary's office is vacated before the end of their term, the Board will choose from among themselves a new Secretary by simple majority vote. If no Board Member wishes to accept nomination for this position, a non-Board Member may be appointed to the office of Secretary by the Board of Directors by a two-third ($\frac{2}{3}$) majority vote.
- (D) If the Treasurer's office is vacated before the end of their term, the Board will choose from among themselves a new Treasurer by simple majority vote. If no Board Member wishes to accept nomination for this position, a non-Board Member may be appointed to the office of Treasurer by the Board of Directors by a two-third ($\frac{2}{3}$) majority vote.

Section 6 - Removal of an Officer

An Officer of the Company may be removed by a minimum of two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors for conduct prejudicial to the best interests of the Company. This action to expel may be initiated either by the Board of Directors or by a petition signed by fifteen (15) Voting Members of the Company, and presented to the President of the Board of Directors. If the President is the subject of the proposed expulsion, the petition shall be presented to the Vice President. Expulsion shall not become effective until said Officer has been provided with a statement of charges, in writing, together with an opportunity to present a defense at a hearing either before the Board, or a committee appointed by the Board. This committee shall render a report to the Board prior to final action.

ARTICLE VII - COMMITTEES AND STANDARD OPERATING PROCEDURES

Section 1 - Committees

- (A) General Authorities. The Board shall, in its discretion, by the affirmative vote of a majority of the members, establish such committees and appoint such committee chairs as it shall, from time to time, deem necessary in order to conduct or perform the various duties, functions, and responsibilities of the corporation. Said committees shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board shall have the power to fill vacancies, to change membership, or to discharge and such committee.
- (B) Eligibility. A committee Chair must be a Voting Member of the Company at the time of appointment, or have been a member of said committee for two (2) years.
- (C) Terms of Office. The term of office of the committee Chair appointed by the Board shall be one (1) year and shall coincide with the term of office of the Board of Directors.
- (D) Vacancies. In the event a vacancy shall occur in the Chair of any committee, the unexpired term of said Chair may be filled by the Board.
- (E) Duties and Responsibilities. The committee Chairs appointed by the Board shall have the duties and responsibilities as may be established by said Board

Section 2 - Standard Operating Procedures

- (A) The Company shall be guided in its operation by Standard Operating Procedures (SOPs). These SOPs shall consist of all Company Policies, as well as all the responsibilities and functions of each office and committee. The Board of Directors is

responsible for the formation and revision of the SOPs. The Board may delegate any revisions of the SOPs to the appropriate Officer or committee Chair, but final approval of the SOPs rests with the Board.

- (B) The Secretary shall maintain a complete set of Standard Operating Procedures which shall be available to any Voting Member for inspection upon request.
- (C) Should there be a variance between the Standard Operating Procedures and the By-laws, the By-laws shall govern.

ARTICLE VIII - MEETINGS

Section 1 - Annual Meeting

An Annual Meeting of the Membership shall be held to take up general Membership business and elect Directors within six (6) weeks of May 1st each year. Written notice of the Annual Meeting shall be sent via email to all persons qualifying for Membership in the Company by the Secretary, at least forty-five (45) days prior to the Annual Meeting. Such notice shall contain a list of all persons qualified to vote at the Annual Meeting.

Section 2 - Other Meetings

Other meetings of the Membership may be called at the discretion of the Board or the President from time to time at such places as they shall designate. Written notice of the other meetings shall be sent via email to all Members of the Company at least one (1) week prior to the meeting.

Section 3 - Special Meetings

Special Meetings of the membership for a specific purpose shall be called by the Secretary upon the written request of at least ten (10) Voting Members of the Company. A specific purpose shall be stated in the request to the Secretary as well as notification to the Membership. The Secretary shall call such Special Meeting within three (3) weeks after the request has been made. Written notice of each such meeting shall be sent via email to all Members of the Company at least one (1) week prior to the meeting.

Section 4 - Board Meetings

At least nine (9) meetings of the Board of Directors shall be held during each fiscal year. Additional meetings shall be called by the President or by the Secretary at the request of three (3) Board Members, within ten (10) days of the request. Any Board Member who misses three consecutive Board Meetings shall offer his/her resignation to the Board. To be a duly called meeting, a quorum of Members of the Board as set forth in Article VIII Section 5 shall be present at all Board Meetings. All Officers of the Company shall attend Board Meetings. An Officer who

misses three (3) consecutive Board Meetings shall offer his/her resignation to the Board. Other Members of the Company may attend meetings of the Board by invitation of the Board.

Section 5 - Quorum at Meetings

A quorum for a Membership meeting shall consist of one-fourth ($\frac{1}{4}$) of the Voting Membership of the Company, including mail-in ballots. A quorum for a Board Meeting shall consist of six (6) Board Members with full voting rights. No official business may be conducted at any meeting unless quorum is present.

Section 6 - Procedure

All meetings of the Company shall be conducted in accordance with Robert's Rules of Order. Unless otherwise deemed advisable by the President, the order of business at a meeting shall be:

- (1) Call the meeting to order.
- (2) Action on minutes of the previous meeting.
- (3) Presentation of, and action on Committee reports.
- (4) Unfinished Business.
- (5) New Business.
- (6) Adjournment.

Section 7 - Virtual Meetings

Virtual meetings shall be permitted for all Board and committee meetings when all participants can hear and be heard, identity of participants can be verified, voting can be conducted, and minutes can be accurately recorded. Virtual meetings shall be hosted on a platform with recording capability, voting functionality, chat or messaging features, and screen sharing capability.

Loss of a quorum due to technical issues requires an automatic recess, and the meeting shall resume when a quorum is reestablished. Items voted on during technical difficulties must be re-voted.

ARTICLE IX - BUDGETS AND ACCOUNTS

Section 1 - Financial Management

The Board of Directors shall adopt a Company Budget for the next fiscal year prior to the Annual Meeting. Each Officer and committee Chair shall be responsible for recommending a Budget for his/her area of responsibility to the Board. The budget will be presented to the membership at the Annual Meeting. The Board of Directors may amend the Company Budget with a majority vote. Amendments shall be reported to the Company at the next Annual Meeting. Voting Members do not vote on the budget.

Section 2 - Audit Review

At the close of the fiscal year, the Board of Directors shall have the Company's accounts audited or reviewed by a qualified accountant who is not a Voting Member of the Company.

Section 3 - Expenditures

Each Company Officer and committee Chair shall be responsible for the administration of the budget in this area. All expenditures shall be made only with the approval of the appropriate Company Officer or committee Chair. The Board of Directors must approve all expenditures not specified within the Company Budget. All capital expenditures shall require Board approval.

Section 4 - Show Expenses

The Show Producer is responsible for the preparation of an Artistic Show Budget based on recommendations from the production department heads. This budget shall be presented to the Board of Directors for Board approval at least three (3) months prior to the opening of the production. All expenditures in excess of the approved budget shall require Board approval. The producer may designate staff to administer specific budget categories. All production expenditures require producer approval for reimbursement.

Section 5 - Reimbursements

The Treasurer shall reimburse any approved expenditure only after receiving a receipted invoice, with budget allocation reference. Any tax paid will not be reimbursed by the Company. Copies of the Company's tax exempt form are available from the Secretary.

Section 6 - Emergency Expenditures

Emergency expenditures may be authorized by the agreement of the President and Treasurer when immediate action is required, the regular approval process would cause harm, and the amount does not exceed \$10,000. Such emergency expenditures must be reported to the Board within 24 hours and must be ratified at the next Board meeting. Emergency expenditures are limited to three occurrences per fiscal year.

ARTICLE X - AMENDMENTS OF THE BY-LAWS

Section 1 - Amendments Proposed by the Board of Directors

An Amendment to these By-Laws may be proposed by a minimum of three (3) Board Members. An amendment so proposed shall become effective when ratified by a two-thirds vote of the votes cast by a quorum of no less than nine members of the Board of Directors. A written

statement of this amendment shall be sent by the Secretary to all Board Members at least one (1) week prior to the Board Meeting when the vote will be held.

Section 2 - Amendments Proposed by the Membership

An Amendment to these By-Laws may be proposed by a petition, to the Secretary, of ten (10) or more Voting Members of the Company at least three (3) weeks prior to a Board Meeting. An amendment so proposed shall become effective when ratified by a two-thirds vote of the votes cast by a quorum of no less than nine members of the Board of Directors. A written statement of this amendment shall be sent by the Secretary to all Board Members at least one (1) week prior to the Board Meeting when the vote will be held.

Section 3 - Conflicting Amendments

In the event that amendments conflict with one another, they shall be resolved such that specific provisions shall override general provisions and the higher authority upon which the provision is based shall prevail in the following order:

- Federal law
- State law
- Articles of Incorporation
- By-laws
- Policies and procedures

ARTICLE XI - DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c)(3) of the Internal Revenue Code of 1954, that will best accomplish the general purposes for which this organization was formed at the direction of the Board of Directors.