

Little Theatre of Norfolk

Bylaws of Little Theatre of Norfolk A Virginia Nonstock Corporation Table of Contents

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BYLAWS OF LITTLE THEATRE OF NORFOLK
(As approved after revision March 14, 2023)
(As amended on May 1, 2023)

PREAMBLE

All prior (before the date hereof) Bylaws adopted by the Little Theatre of Norfolk (sometimes referred to in these Bylaws as “The Little Theatre,” “LTN,” or the “Theatre”) are hereby revoked and replaced in their entirety with the following.

ARTICLE I – OFFICERS, DUTIES, AND THEIR ELECTION

- A. The officers of Little Theatre of Norfolk shall be as follows: President, Vice President, Secretary, and Treasurer, who shall have the duties set forth in the following provisions. Additionally, each officer shall serve as a voting member of the Board of Directors and Executive Committees, though each individual shall have only one vote in each body regardless of how many positions that person holds.
- B. The President – The President shall preside at all meetings of the Board of Directors and Executive Committee, shall nominate all standing committee chairs for approval by the Executive Committee, and shall appoint all special committee chairs, except as detailed below for the Nominations Committee and the Production committee and any production subcommittees. The President shall also provide oversight for the financial dealings of The Little Theatre by reviewing the financial records maintained by the Treasurer and reviewing the bank statements for the Theatre’s accounts at least quarterly. The President is an *ex officio* member of each committee, but shall not count as a member for any committees having a size limit.
- C. The Vice President – The Vice President shall act as an aide to the President and in the absence of the President, shall perform the duties of the President and shall have the powers enumerated for that office. Specifically, but not by way of limitation, the Vice President shall assume the President’s financial oversight duties listed above in the event that the President is unable to timely provide such oversight. Additionally, the Vice President shall act as Chair of the Nominations Committee.
- D. The Secretary – The Secretary shall keep an accurate record of proceedings of all meetings of the Board of Directors and of the Executive Committee. The Secretary shall maintain records for at least seven years to include:
 - 1. written minutes of the Board of Directors and Executive Committee;
 - 2. a record of each member’s name, address, and any position held within the organization;
 - 3. the Articles of Incorporation (originally filed under the name “Certificate of Incorporation” but referred to herein as “Articles of Incorporation”), Bylaws, and Standing Rules; and

4. a copy of each motion made and the results of the voting at any meeting of the Board of Directors or the executive Committee, except where those motions are incorporated in the other records maintained by the secretary and listed above.

These records may be kept electronically or in hard-copy, or as any combination of the two. The records shall be accessible by any member of the Board of Directors either by virtue of electronic records having been made available to members of the Board of Directors or, for hard-copy records or any records not available electronically, upon request to the Secretary by the member of the Board of Directors.

- E. The Treasurer – The Treasurer shall receive all monies for the organization and shall deposit them in the name of the organization in a bank approved by the Board of Directors and shall ensure that both the Treasurer and the President (or, in the President’s absence, the Vice President) have full access to the banking records. The Treasurer shall
 1. maintain an accurate record of receipts and disbursements, providing them upon request from any active member of the Board of Directors;
 2. present a statement of account at every meeting of the Board of Directors and Executive Committee, and at other times when requested by the Board of Directors;
 3. pay, without specific approval of the board, utilities, current supplies, rent, items budgeted in play production, and such expenses as have been approved by the Executive Committee or the Board of Directors;
 4. act as the Business Manager of the Theatre and chair the Finance Committee ensuring that committee fulfills its duties described below.
- F. Elections – The election shall be held at the annual meeting of the Board of Directors called in June each year and shall be by majority vote of those members of the Board of Directors who are present at that meeting, so long as a quorum is then-present. The Nominating Committee shall make public the list of people who are being considered for a position as an Officer or as Artistic Director no later than the third week of May, and prior to the annual meeting, by posting the list on the Theatre’s website and/or providing it to all voting members of the Board of Directors.
- G. Eligibility – Any person who is serving, or, at the commencement of their term, will be serving as a member of the Board of Directors, who has submitted the required application and supporting documentation as determined by the Nominations Committee shall be eligible for office. However, due to the requirements set forth above concerning financial oversight, two members of the same family or two people in a close relationship analogous to marriage shall not be eligible to both serve as Treasurer and President or Vice President at the same time. Nominations of individuals from the floor are allowed, subject to the limitations in the Standing Rules and the requirement of Board membership, above.

H. Term of Office –

1. Officers will be elected for a term of two years, commencing on the first day of the new fiscal year (which shall be from July 1 through to the following June 30). Terms shall be staggered so that two officers are elected one year and two the next.
 2. Officers to be elected in even numbered years shall be President and Secretary and in odd numbered years shall be Vice President and Treasurer.
 3. No individual may hold the same office for more than two consecutive terms, with the exception of the Treasurer, for whom there is no limit to the number of terms.
 4. For the purpose of term limits, an individual filling a vacancy will be considered to have served the full term if they have served for over half of the term.
- I. Removal From Office – Any officer may be removed from office by a $\frac{3}{4}$ vote of the remaining members of the Board of Directors present at any duly called meeting at which such motion is appropriately made and seconded. Prior to the vote, the Officer, should they so desire, may present evidence on their behalf as to why such action should not be taken. Any vote on removal shall be cast by written anonymous ballot.
- J. Vacancy – Vacancies in an office, whether created by removal, resignation, or death, shall be filled by majority vote of the Board of Directors until the next regular election for that office.
- K. Temporary Vacancy – In the event any officer, with the exception of the President, is unable to serve for a period of not less than one nor more than six months, the President may appoint a substitute to fulfill that member's duties during their absence. Such appointment shall be subject to the concurrence of the Board by simple majority of those present at the first regular meeting following the appointment. Should the President be unable to serve as President temporarily, the Vice President shall assume that position until the President returns.

ARTICLE II - BOARD OF DIRECTORS

A. Elections, Meetings, and Quorum

1. There shall be a Board of Directors consisting of no less than 9 and no more than 21 voting members, one-third of whom shall be elected each year at an annual meeting to be held during the month of June to serve for a term of three (3) years, beginning on the first day of July following that meeting. Except as set forth elsewhere in these Bylaws, no member of the Board of Directors shall serve for more than three (3) consecutive years (one (1) three-year term) but after (1) year of absence of the Board may be reelected to the Board. Each Board Member in

good standing and with a right to vote shall be considered “Members” of the corporation as that term is used in the Articles of Incorporation and in the laws of the Commonwealth of Virginia. The Nominating Committee shall publicize to the currently serving members of the Board of Directors the list of people who are being considered for a position on the Board no later than the third week of May, and prior to the annual meeting.

2. In the event a Board Member is serving as an officer or as the Artistic Director and their term of office for that position extends beyond their term as a member of the Board, their term as a member of the Board shall be extended until their term of office as an officer or Artistic Director has concluded; with the exception of the Treasurer who may, even after their current term ends, be reelected to the position and will necessarily continue to serve on the Board as long as the individual stays in that position.
3. In the event a Board Member is serving as a committee chair on a committee, other than the Production Chair, that requires the chair to be a member of the Board, as set forth elsewhere in this Bylaws, and that chair’s term of office is coming to a close, but, the individual wants to stay on for an additional term of office as chair of that same committee, the matter shall be presented to the Executive Committee. The Executive Committee shall consider other Board Members as possible replacements in the chair position involved, first. However, if the Executive Committee concludes that the outgoing chair is the best person to hold the chair position for the upcoming fiscal year, the Executive Committee shall have the authority to extend that person’s membership on the Board for one fiscal year, for a total of a four year term, in order that such person may continue to serve as that committee chair. This authority to extend the term is limited to one year for any such person. As a condition of such extension for a committee chair, the chair shall agree to, and actually shall, work diligently to find and train their replacement for after their extended term ends. Board members whose terms are extended pursuant to this paragraph shall be part of the count for the purposes of quorum and voting, but shall not count for the purposes of the limit on the total number of board members set forth above.
4. Past presidents of the Little Theatre of Norfolk shall become, upon completion of their term, honorary members of the Board of Directors, unless they decline this position in writing. Such honorary members shall not have the right to vote, but may be used in an advisory capacity or in such other manner mutually agreed to by the honorary member and the Board of Directors. The honorary member may resign this position at any point. Such honorary members shall not count as one of the members of the Board of Directors for the purposes of the size limits set forth above.
5. The Board shall meet at least 6 times per year, including the annual meeting held in June, and at such other times upon the call of the President or upon written request of at least 3 voting board members. A meeting of the Board of Directors shall also be considered a meeting of the Members, governed by all the same

requirements and limitations, whether the phrasing of a “meeting of Members” is used at the time or not. Any action taken by the Board of Directors is to be considered an action taken by the “Members,” as well.

6. A quorum for the Board of Directors will consist of at least $\frac{1}{3}$ of the voting members.
7. If the Board has set up regular meetings (for example, on a monthly or bi-monthly basis) and published notice of that schedule on the Theatre’s electronic calendar, no further notice of the meeting will be required. For meetings not occurring on a regular basis, written notice shall be sent to the email address on file for each Board Member no later than 5 days prior to the date of the meeting (unless all Directors waive notice of the meeting in writing). A meeting may be held in person or by synchronous communication (an audio and/or video connection during which all directors participating may simultaneously hear each other during the meeting). For emergency matters otherwise requiring a vote of the Board of Directors, the issue shall be handled on a temporary basis by the Executive Committee, and such action shall be set for a vote of the Board of Directors as soon as possible, thereafter. For this purpose, emergency matters shall be defined as matters where a delay until a full Board vote could be held would negatively affect the health and/or safety of volunteers and/or patrons, would negatively affect the Theatre’s building or property, would put the Theatre or its volunteers in legal jeopardy, or would cause a substantial financial loss to the Theatre.

B. Duties of Board Members – Voting Members

1. The Board of Directors establishes and implements the policies of the Little Theatre of Norfolk. Board members are expected to attend duly called meetings unless excused by the President or presiding officer of that meeting.
2. The Board of Directors acts as a working board to execute the day-to-day operations of the Little Theatre of Norfolk, to produce all productions, to provide educational programming, and to assist any partner organizations. This means that all members of the Board of Directors are expected to volunteer their time during productions by serving as House Managers, staffing the Box Office, ushering, assisting with concession sales, auditions, or strike process, unless otherwise involved in the particular production.
3. Members of the Board of Directors shall make a minimum financial contribution as set forth in the Standing Rules. Failure to make this contribution shall result in the loss of voting privileges on the Board until the contribution is made.

C. Removal from Office and Vacancies

1. Any Board Member who fails to attend 3 regularly scheduled meetings unexcused over the course of their term, or 3 regularly scheduled meetings excused over the

course of one fiscal year or who fails to volunteer as set forth in the Standing Rules, may be, upon a vote of $\frac{2}{3}$ of the members present at any duly called meeting at which such motion is made, removed from the Board. Prior to the vote, the Board Member, should they so desire, may present evidence on their behalf as to why such action should not be taken.

2. Unexpired terms created by vacancies in the Board of Directors may be filled at any regularly scheduled meeting by majority vote.
3. If the Board of Directors has fewer than 9 members serving at the time of elections, any unexpired terms shall be filled to bring the number up to at least 9 prior to any new three-year terms being filed.
4. Any honorary member may be removed with cause, upon $\frac{2}{3}$ vote of the members of the Board of Directors present at any duly called meeting at which such motion is made. Whether there is "cause" shall be at the discretion of the Board Members participating in such vote. Prior to the vote, the honorary member, should they so desire, may present evidence on their behalf as to why such action should not be taken.

ARTICLE III – EXECUTIVE COMMITTEE

- A. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, Artistic Director, Chair of the Production Committee, Chair of the House and Grounds Committee, Chair of the Box Office Committee (also referred to as the Box Office Manager), Chair of the Marketing Committee, the Chair of the Education Committee, and the Volunteer Coordinator. Any person serving in one of these positions has one vote on the Executive Committee, but, unless they are also then-serving as a member of the Board of Directors, as well, they shall not have a vote on any motion made to or action taken by the Board of Directors. The filling of each of these positions shall be consistent with the provisions concerning each of these positions appearing elsewhere in this Bylaws.
- B. The Executive Committee shall meet at least once for each regularly scheduled Board Meeting, which meeting shall take place within 7 days of the scheduled Board Meeting, for the purpose of organizing committee reports and materials for the upcoming Board Meeting and for such other purposes as are consistent with these Bylaws and the Standing Rules. The specific date and time of these meetings shall be set by the President and published in advance to all members of the Executive Committee (posting the date and time on the public calendar shall be deemed sufficient notice). Additional meetings may be set at the call of the President or on written request of any three (3) members of the Executive Committee, with advance notice of the time, date, and location (which may be by videoconference) provided to all members of the Executive Committee. Attendance by all members of the Executive Committee is expected at all meetings; absences and whether they are classified as excused or unexcused shall be handled consistent with the provisions on that topic set forth for Board Members. Unexcused absences may form the

basis, in part or in whole, of a motion made to the Board of Directors to remove such member from the Executive Committee.

- C. The Executive Committee shall handle the day-to-day operations of the Theatre in coordination with the Board of Directors and the various committees. The Executive Committee shall also handle the approval or denial of non-budgeted expenses that do not exceed the dollar limit set forth in the Standing Rules (any matters at a higher dollar figure must be referred to the Board of Directors for approval) and those matters designated to it elsewhere in these Bylaws or in the Standing Rules as adopted by the Board of Directors from time to time. The Executive Committee may be called upon to handle emergency matters, as defined in Article II, otherwise requiring a full Board vote, subject to the provisions of Article II.
- D. The Executive Committee shall report all actions taken by them and all recommendations they may choose to make to the Board of the Directors at the next meeting of the Board of Directors.
- E. A quorum of the Executive Committee will consist of at least $\frac{2}{3}$ of the voting members of that body.

ARTICLE IV – COMMITTEES/CHAIRS/POSITIONS

- A. There shall be the following standing committees and positions (all chairs, committee members and positions shall serve one-year terms unless otherwise indicated):
 - 1. Nominating Committee
 - a. The Nominating Committee shall nominate for election by the Board of Directors at the annual meeting as set forth in Articles II and III, above, each of the Officers and the Artistic Director and Board Members. This committee may be made up of any number of members determined by the chair (who shall be the Vice President) and the members shall serve for one election cycle. All members of this committee must be members of the Board of Directors.
 - 2. Artistic Director/Play Reading Committee
 - a. The Artistic Director shall oversee all artistic productions at the Theatre and serve to coordinate with the creative teams involved in each production, main stage, or season extras (as defined in the Standing Rules). Additionally, the Artistic Director shall be the Chair of the Play Reading Committee, described below. Upon approval of the upcoming shows by the Board of Directors, the Artistic Director shall secure the rights to perform the shows and shall select and interact with the creative teams on each production and shall otherwise oversee all productions as more fully set forth in the Standing Rules.

- b. The Play Reading Committee shall nominate the slate of productions for main stage productions for the following fiscal year. The Play Reading Committee shall report their recommendations to the Executive Committee. The Executive Committee shall vote on and thereafter present a recommendation of a complete slate to the Board of Directors for final approval. The Play Reading Committee shall not exceed 7 members, including the Artistic Director. The members of the committee shall be nominated by the Artistic Director for approval by the Executive Committee. In selecting members of the Play Reading Committee, preference shall be given to people serving on the Board of Directors; however, non-Board Members may be selected at the discretion of the Artistic Director and Executive Committee, taking into account the proposed individual's demonstrated commitment to the Theatre through efforts other than serving on this committee.
 - c. The Artistic Director shall be elected by the Board of Directors at the same annual meeting at which the Officers are elected and shall serve for a two-year term. The election of the Artistic Director shall occur in odd number years. The Artistic Director must be a member of the Board of Directors. Nominations for the Artistic Director shall be handled by the Nominations Committee using the same process as the one used for Officers. There are no limits on the number of consecutive terms an Artistic Director may serve.
 - d. Removal of the Artistic Director shall require a formal motion made to the Board of Directors after written notice to the Artistic Director. The matter shall come for a vote at the next scheduled meeting of the Board of Directors after discussion, which shall include any information the Artistic Director chooses to present to the Board on their own behalf. Removal requires a simple majority vote.
 - e. In the event of resignation or removal, the position shall be filled for the remainder of the term by the Board of Directors at the next scheduled meeting of the Board of Directors.
3. Production Committee
- a. The Committee works with each production team associated with all productions, ensures that the Theatre's equipment is maintained, and ensures that all aspects of the productions are executed safely and competently.
 - b. The chair of this committee is nominated by the President and elected by the other then-serving members of the Executive Committee. The chair shall serve a one-year term, but may be reelected for indefinite subsequent terms, and, so long as they are so elected to another term, they shall continue as a member of the Board of Directors even if their term on the Board of Directors would otherwise end.

- c. The Production Chair is a voting member of the Executive Committee and must be a member of the Board of Directors.
 - d. The Production Chair shall appoint the other members of this committee consistent with the Standing Rules.
4. House and Grounds Committee
- a. The House and Grounds Committee shall consist of a chair and as many additional members as the chair may wish to enlist. This committee shall be responsible for the maintenance, upkeep, and operation of all physical properties of the Theatre. The individual serving as the chair shall make themselves available as a point of contact for any authority having jurisdiction over the physical location at all hours or shall otherwise ensure a committee member shall be available.
 - b. The chair of this committee shall be selected by the Officers and must be a member of the Board of Directors.
5. Box Office Committee
- a. The Box Office Committee shall consist of a chair (also referred to as the Box Office Manager) and as many other members as the chair may wish to enlist. This committee shall have charge of the box office, the point-of-sale systems, and shall organize and manage ticket sales, both in advance and at the door of each production.
 - b. The chair of this committee shall be selected by the Officers and must be a member of the Board of Directors.
6. Finance Committee
- a. The Finance Committee shall consist of the Treasurer, who shall serve as both the chair of the committee and the Business Manager of the Theatre, and no less than three but no more than five other members, who shall not be an officer in a position of oversight of this committee. All members of this Committee must be approved by the Executive Committee. This committee shall have the responsibility for preparing a proposed annual budget for each fiscal year to cover the operation of the Theatre, presenting the same to the Executive Committee for its approval, who shall thereafter present it to the Board of Directors for ratification. The Finance Committee shall also audit the books of the Theatre and ensure regulatory compliance with financial and tax matters.
7. Marketing Committee

- a. The Marketing Committee shall consist of a chair and as many other members as the chair may wish to enlist. This committee shall use all means at their command to keep the Little Theatre of Norfolk before the public and advertise its productions and events.
 - b. The chair of this committee shall be selected by the Officers and must be a member of the Board of Directors.
8. Volunteer Coordinator
- a. The Volunteer Coordinator shall organize and arrange the supervision of all volunteers at the Theatre or Theatre-sponsored events (though the coordinator may use volunteers to assist in the supervision rather than personally and individually providing such supervision).
 - b. The Volunteer Coordinator shall be selected by the Officers and must be a member of the Board of Directors.
9. Education Committee
- a. The Education Committee shall consist of a chair and as many other members as the chair may wish to enlist. This committee shall be responsible for all educational events at the Little Theatre of Norfolk; the goal is to create content and experiences to expand the influence and presence of the Theatre in the local community.
 - b. The chair of this committee shall be selected by the Officers and must be a member of the Board of Directors.
10. Grant Writing Committee
- a. The Grant Writing Committee shall consist of a chair and as many other members as the chair may wish to enlist. This committee shall be responsible for seeking out and applying for grants and/or sources of funding available to the Theatre as a non-profit organization. The Committee shall also write up the reports necessary to facilitate this process.
 - b. The chair of this committee shall be selected by the President. The chair need not be a member of the Board of Directors, but it is preferable that they are.
11. Historian
- a. The Historian shall be appointed by the President and need not be a member of the Board of Directors, but it is preferable that they are. The Historian shall be charged with the upkeep of the historical aspects of the bulletin boards in the Theatre and shall maintain the history books and albums (containing

photographs, advertising materials, revues, etc.) and provide information to the Board of Directors or to the Grant Writing committee, as requested.

12. Intermission/Concessions Committee

- a. The Intermission/Concessions Committee shall consist of a chair and as many other members as the chair may wish to enlist. This committee shall be responsible for purchasing supplies for intermission, running the concessions at the Theatre (with the assistance of volunteers) and otherwise keeping the kitchen area and the Green Room clean and usable for intermissions.
- b. The chair of this committee shall be selected by the Officers and must be a member of the Board of Directors.

13. Internet and Technology (I&T) Committee

- a. The Internet and Technology Committee shall consist of a chair and as many other members as the chair may wish to enlist. This committee shall be responsible for all aspects of the Theatre's website, internet, hardware and software needs.
- b. The chair of this committee shall be selected by the President and need not be a member of the Board of Directors, but it is preferable that they are.

14. Parliamentarian

- a. The Parliamentarian is responsible for making sure votes and procedures are following in reasonable compliance to the Articles of Incorporation, the Bylaws, the Standing Rules, and Robert's Rules of Order (in that order).
- b. The Parliamentarian shall be selected by the President and must be a member of the Board of Directors. At the President's discretion, more than one person may be appointed to this position.

B. Other Committees – The Board of Directors may create other committees on an ad hoc basis for short- or long-term projects.

C. The Board of Directors may pass Standing Rules not inconsistent with these Bylaws to govern the operation of any committees or refine and detail their duties and responsibilities.

ARTICLE V - TRANSITIONS

A. Any person agreeing to serve as an officer, committee chair, or Artistic Director, shall provide detailed information to their successor at or before the end of their term of office to enable the successor to continue the work as smoothly as possible. Additionally, each such person shall continue to make themselves available for a reasonable period after the

end of their term of office to assist their successor or otherwise provide information and/or answer questions. No one shall be permitted to accept one of these positions without affirming at the time of their nomination that they understand the position extends to include this transition process.

- B. Specific Provision for the transition from the 2022-23 fiscal year to the 2023-24 fiscal year (due to changes in these Bylaws from the the previous Bylaws governing the Theatre): Any person holding a position that they would not be eligible to continue to hold under these Bylaws after they are adopted shall continue in their role until the end of their current term. In June of 2023, an odd year, elections will be held for Vice President, Treasurer and Artistic Director, to begin the two year cycles set forth in these Bylaws. Also in June of 2023, elections will be held for a one year term for President and Secretary; the first election for a two year term for those positions shall occur in 2024 (an even year).

ARTICLE VI - PARLIAMENTARY AUTHORITY

The Theatre shall be bound by the Code of Virginia except where the following differ from the Code and the Code allows those changes: The Articles of Incorporation, the Bylaws, the Standing Rules, and Robert's Rules of Order. However, no action consistent with the Articles of Incorporation, the Bylaws, and the Standing Rules shall be invalidated for a strictly procedural reason under Robert's Rules of Order.

ARTICLE VII – AMENDMENTS TO BYLAWS

Any amendment or amendments to these Bylaws may be submitted in writing at any meeting of the Board of Directors by any member of the Board of Directors, and may be passed and made a part hereof by a two-thirds ($\frac{2}{3}$) majority of those present at the meeting subsequent to that at which such amendment(s) is/are proposed.

ARTICLE VIII – STANDING RULES AUTHORIZED

The Board of Directors may pass Standing Rules on any matter not inconsistent with the Articles of Incorporation or these Bylaws by a majority vote. Such Standing Rules shall be on topics of procedure, only, and not the structure of the organization as laid out in the Articles of Incorporation and these Bylaws. The Standing Rules shall be given the same authority, but shall not be subject to the same rules as to the process of adopting new rules or amending existing rules, as though part of these Bylaws, unless they are contradicted by these Bylaws (or the Articles of Incorporation).

ARTICLE IX – DISSOLUTION

Upon the dissolution of this corporation (Little Theatre of Norfolk), assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose,

and which purpose, whenever possible shall emphasize and promote artistic expression within the local community.