

# **Bylaws**

## **Fauquier Community Theatre-Story Painters, Inc.**

### **ARTICLE I – NAME, OFFICES, PURPOSE**

The name of the Corporation is Fauquier Community Theatre-Story Painters, Inc. The principal office of the Corporation shall be located in the County of Fauquier, Commonwealth of Virginia. The Corporation may also have offices at such other places within the Commonwealth of Virginia as the Board of Directors may determine. The purposes for which the Corporation was formed are set forth in the Articles of Incorporation and extended in the Mission and Vision statements adopted by the Board.

### **ARTICLE II - MEMBERS**

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation. Thereafter, the qualifications for membership and the manner of admission into membership shall be determined by the Board of Directors and incorporated into these Bylaws. The Board shall prescribe: the amount and manner of collecting any dues or other fees, assessments, fines and penalties; the qualifications for membership; the manner of suspension or termination of membership, or for reinstatement of membership; and, except as otherwise provided, the rights, liabilities and other incidents of membership.

1. (b) The right or interest of a member shall not terminate except upon death, resignation, expulsion, or the dissolution of the Corporation.

2. (a) The Annual Membership Meeting of the Corporation shall be held on a date selected by the Board of Directors. Special Membership Meetings may be held as determined by the Board, or by petition of the members as permitted by law.

2. (b) Any Annual or Special Membership Meeting will be held at a place and time chosen by the Board of Directors. If the Board of Directors fails to fix a place or time, or in the event members are entitled to call a Special Meeting in accordance with law, then such meeting shall be held at the principal office of the Corporation.

2. (c) Annual or Special Membership Meetings may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board, except to the extent that the Board may be required by law to call a meeting, which shall be called by the Secretary on behalf of the members when required by law.

2. (d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall name the person or persons calling the meeting. Notice for the Annual Membership Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Membership Meetings shall state the purpose or purposes for which the meeting is called. At any Special Membership Meeting, only the business stated in the Notice of Meeting may be transacted. Notice of meeting shall be given either personally, by electronic mail, or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his/her address recorded in the records of the Corporation, or at such other address which the member may have furnished in writing to the

Secretary of the Corporation. Notice shall be deemed to have been given either when transmitted electronically by the Secretary of the Corporation, or when deposited with postage prepaid in any depository under the jurisdiction of the United States Post Office. The Secretary shall retain an archive copy of all official notices of meetings that have been transmitted electronically. Notice shall also include publication on the FCT website. If a membership meeting is adjourned or rescheduled, new notice to the membership shall be required.

2. (e) Scheduled meetings may be postponed due to circumstances beyond the control of the Corporation. Notification includes electronic mail and posting on the website.

2. (f) At every Membership Meeting, there shall be presented a list of members as of the record date, certified by the officer responsible for its preparation, and any member shall have the right to inspect such list at the meeting. Such list shall be evidence of membership in good standing and the right of the persons to vote at the meeting. All persons who appear on such list as members may vote at the meeting.

3. At the Annual Membership Meeting, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the Annual Membership Meeting.

4. (a) Membership Meetings shall be presided over by one of the following officers: the Chairman, Treasurer, or Secretary. If none of the foregoing is present, a temporary chairman will be chosen by a majority of the members in attendance. The Secretary of the Corporation shall prepare and distribute written Minutes of all meetings. When the Secretary is absent, the Chairman will appoint a secretary for that meeting.

4. (b) The order of business at all Membership Meetings shall be as follows:

- Reading of the minutes of the preceding meeting
- Officers' reports
- Report of standing committees
- Old business
- New business
- Election of directors (if required)

5. Every member may authorize another member to act for him/her by written proxy in all matters, including waiving notice for any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Proxies are valid for no more than 12 months from the date signed.

6. The Board may appoint two or more inspectors to act at any meeting. The inspectors shall determine the number of memberships outstanding, the number of memberships represented at the meeting, the existence of a quorum, and the validity of proxies. The inspectors shall determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are needed to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, 15 percent of those members entitled to cast votes, represented in person or by another member bearing a signed, written proxy, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting in the absence of a quorum. Each membership, regardless of the membership level, shall entitle the holder to one vote. In the election of directors, a plurality of the votes cast shall elect. All other actions shall be by majority vote.

8. The Board of Directors may fix a record date for the purpose of determining members entitled to notice of meetings, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of right, or for any other proper purpose. Such record date shall not be more than 30 days prior to the date of such meeting or consent, or prior to the date on which any distribution or allotment of rights is to be made. If no record date is fixed, the record date for the determination of members entitled to vote shall be the close of business on the 15th day before the meeting is held.

9. (a) The Board of Directors may issue certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

9. (b) Membership shall become effective upon payment of yearly dues prior to the record date for the Annual Membership Meeting. Members who pay their membership dues after the record date shall have their dues applied to the next year's membership and shall not be eligible to vote at the Annual Membership Meeting. Members who have not paid dues for a full calendar year will be automatically dropped from the rolls of the Corporation.

9. (c) Members of and candidates for the Board of Directors are required to be members, as are all adult employees, production staff and cast members, with the exception of orchestra musicians. Musicians and youth (age 18 and under) are encouraged to become members. Youth members do not have a vote at meetings.

### **ARTICLE III - BOARD OF DIRECTORS**

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age and shall be a member of the Corporation during his/her directorship. The number of directors may be increased or decreased by action of the Board, but the number of directors constituting the Board shall be no less than seven. No decrease shall shorten the term of any director then in office.

2. At each Annual Membership Meeting, the membership shall elect directors to replace those whose terms have expired. The term of office for a director shall be three (3) years. Each director shall hold office until the expiration of the term for which he/she was elected, and until a successor has been duly elected and qualified, or until his/her resignation or removal as provided below. Terms of directors shall be staggered so that approximately one-third of the directors' terms expire each year. Directors may serve more than one term.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by majority vote of the members of the Corporation. The Board of Directors, by majority vote, may remove a director for cause only. Cause includes repeated absences from meetings or other failure to perform his/her duties, conflicts of interest, acts prejudicial to the best interests of the Corporation, or fiscal malfeasance.

3. (b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or Officer. Acceptance of such resignation by the Board shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the remainder of the unexpired term.

5. (a) Regular Meetings of the Board of Directors shall be held at a time and place announced previously to the general membership and publicized on the website and in the newsletter. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors and announced to the membership. Meetings of the Board of Directors shall be open to any member of the Corporation, unless a majority vote of the Board determines that the meeting should be closed (in whole or in part) due to the need to discuss confidential personnel, legal, or contractual matters, as defined under the Open Meetings laws of the Commonwealth of Virginia. Only those portions of the meeting pertaining to such matters may be closed, and any formal action arising from such discussions shall be voted upon in open session.

5. (b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by the Chairman or by a majority of the directors then in office. Scheduled meetings may be postponed due to circumstances beyond the control of the Corporation.

5. (c) Written (including electronic), oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors not less than 10 days before the date of the meeting. The notice of any meeting must specify the purpose of such meeting. Notice shall include posting on the website. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

6. Except to the extent provided herein, or in the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, as described in paragraph 3(a), the act of the Board of Directors shall be by a majority of the directors present at the time of voting; a resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation, shall be the act of the Board of Directors with the same force and effect as if it had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman shall preside at all meetings of the Board of Directors. In his/her absence, the Treasurer shall preside and, in the Treasurer's absence, the Secretary or any other director chosen by the Board shall preside.

8. The Board of Directors may designate from their number an Executive Committee and other standing committees to conduct the day to day affairs of the Corporation. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. In addition, the Board of Directors may establish special committees for any lawful purpose, which shall have such powers as the Board of Directors may delegate. Unless otherwise specified, the term of office of each Committee concludes at the Annual Membership Meeting. Vacancies may be filled by the Chairman of the Board or the Executive Committee.

9. The Board of Directors shall implement a Conflict Of Interest policy to provide guidance in situations where a director's impartiality might be called into question.

9. (a) In the event that any director has a conflict of interest that might limit the director's impartial participation in Board deliberations or decisions, the director shall inform the Board as to the circumstances of the conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate, non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

9. (b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

#### **ARTICLE IV - OFFICERS**

1. The Board of Directors shall elect, by majority vote of the full Board, a Chairman, Secretary, Treasurer, and such other officers as they may determine. All officers shall be members of the Board of Directors.

2. Each officer shall hold office until the Annual Membership Meeting, or until his/her successor has been duly elected and qualified. The Board of Directors may remove any officer for cause at any time by a majority vote of the full Board.

3. (a) The Chairman shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

3. (b) During the absence or disability of the Chairman of the Corporation, the Treasurer shall have all the powers and functions of the Chairman. If both Chairman and Treasurer are absent or unable to serve, the Secretary shall serve, or the Board shall designate one of their number to act in the executive capacity.

3. (c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may direct. The Treasurer shall, when authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation; he/she may also sign checks, notes and orders for the payment of money, which shall be counter-signed by the Chairman or another designated director when the amount exceeds Three Thousand Dollars (\$3,000.00), for purposes other than regular payroll of the executive director(s).

3. (d) The Secretary shall keep the minutes of the Board of Directors and the Annual Membership Meeting. He/she shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

#### **ARTICLE V - MISCELLANEOUS**

1. The Corporation shall keep, at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members and the Board of Directors, as well as a record containing the names and addresses of all members.

2. The corporate seal shall be in a form prescribed by the Board of Directors.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors.

4. (a) All Bylaws of the Corporation may be altered or repealed, and new bylaws may be made, by a majority vote of the members entitled to vote at a meeting of the members called for such purpose, or at the Annual Membership Meeting.

4. (b) The Board of Directors may make, change or repeal the Bylaws of the Corporation, except where the Bylaw(s) proposed for addition, change or repeal govern the process by which Directors are elected, in which case a concise statement of the proposed change shall be publicized in the notice for the next meeting of members and the change shall be approved by vote of the membership.

5. Annual membership dues in an amount determined by the Board of Directors shall be assessed each member. Dues are payable upon joining the Corporation. All memberships expire on the last day of each fiscal year.

6. In the event any capital contribution shall be made or accepted, pursuant to authorization conferred by the Certificate of Incorporation, it shall conform to the laws of the Commonwealth of Virginia.

7. FCT may become affiliated with any other theatrical organization upon majority vote of the Membership or the Board of Directors.

8. Upon dissolution of the Corporation, the Board of Directors shall pay or make provision for payment of all of the liabilities of the Corporation. The Board will then dispose of all remaining assets of the Corporation exclusively to further the purposes of the Corporation. Donation of assets may be made only to organizations organized and operated exclusively for charitable or educational purposes, and that qualify as exempt organizations under Section 501.C.3 of the Internal Revenue Code. Any assets not disposed of as described above shall be distributed by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine.

9. The Corporation qualifies as an exempt organization under Section 501.C.3 of the Internal Revenue Code and shall conduct its business to preserve that status.

10. The Corporation shall make reasonable efforts to comply with all applicable State and local laws and regulations, and shall carry sufficient insurance to protect its officers, members and assets against liability and catastrophic loss.

11. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

12. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification.

The undersigned, being the Secretary of Fauquier Community Theatre-Story Painters, Inc., hereby certifies the adoption of these Bylaws by the Board of Directors.

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Saralyn Aylor, Secretary

August 26, 2019  
Date of Adoption