

By Motion at its monthly meeting on Tuesday, May 24, 2016, the following amendments¹ were adopted by the Board of Directors to the By-Laws of Portland Lyric Theater:

BY-LAWS
of
PORTLAND LYRIC THEATER

Field Code Changed

ARTICLE I
NAME AND SEAL

The name of the Corporation shall be the PORTLAND LYRIC THEATER. The seal of the Corporation shall consist of a flat-faced circular die with the words "PORTLAND LYRIC THEATER - MAINE 1953" cut or engraved thereon.

ARTICLE II
PURPOSE AND MISSION STATEMENT

The purpose and mission of the Corporation shall be to foster and develop interest in the theater in the Greater Portland Area, particularly as applied to music and drama, and to provide a medium for the expression of such interest.

The powers of the Corporation shall be deemed to be limited and restricted to those in furtherance of the aforesaid stated purposes of this Corporation.

Furthermore, those aforementioned purposes of the Corporation are expressly limited to the purposes permitted by Section 501(c)(3) of the Internal Revenue Code (i.e., charitable, literary, educational and scientific).

No part of the net earnings of the Corporation may be distributed for the benefit of officers, members or other private persons. Moreover, the Corporation shall not engage in

¹Legend:

~~strikeout~~ = deleted language

bold/underlined = proposed new language

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any substantial political or other activity in which tax-exempt organizations may not engage.

In the event of the dissolution of this Corporation, any and all assets remaining after payment of all lawful obligations and debts of this Corporation shall be distributed exclusively for the purpose for which the Corporation exists and/or to one or more tax-exempt organizations which are operated for the same or similar purposes of this Corporation. Any such distribution shall be designated, in writing, by the voting members of the Corporation at a duly constituted meeting.

ARTICLE III
MEMBERSHIP

Membership in the Corporation shall be automatic upon the purchase of an annual ~~membership~~ **subscription/season flex pass** ticket. ~~Membership shall also be eligible to donors who contribute at least \$75 to the Corporation within the immediately preceding season.~~

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~~Membership in the Corporation shall also be granted to all~~
Eligibility for membership in the Corporation shall also be available to all individuals who served as cast members, production crew and performance volunteers for any production, and general volunteers supporting the theater, all within the immediately preceding season. ~~Membership shall also be granted to donors who contribute at least \$75 within the prior season.~~

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~~The price for the annual membership~~ **subscription/season flex pass** ticket shall be established prior to the beginning of each Theater season by the Board of Directors.

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ARTICLE IV
OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers

The Officers of the Corporation shall consist of a President, a Vice-President, **who shall serve as the Director of Governance**, a Secretary, a Treasurer and a Clerk (or Registered Agent), **all** as elected ~~by~~ **from among** the Board of Directors. The Board of Directors, as set forth below, may also elect a Secretary pro tempore if, and for so long as, deemed necessary.

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Section 2. Board of Directors

The Board of Directors shall consist of twelve (12) members, who shall be selected from among the membership of the Corporation.

ARTICLE V
ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers

The Officers of the Corporation shall be elected by the Board of Directors, as set forth below, to serve a one (1)-year term and until their successors are chosen and qualified; and if chosen to fill a vacancy, shall, unless sooner removed under the provisions of the following Section, hold office for the unexpired term of the office in which such vacancy was filled and until a successor shall be chosen and qualified. An individual shall hold no more than one office at any given time.

~~The President shall be chosen by the Board of Directors from their own number. The President shall select a Vice President from among the current membership of the Board of Directors, to serve as the Director of Governance.~~ The President shall also select ~~such other~~ from current Board members, ~~as may be necessary from time to time, to serve as~~ Directors to serve in charge of a particular area/function of the Theater's operations. Each Director shall be responsible for overseeing certain of the Standing Committees established under ARTICLE IX, Sections 1 and 3.

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~~The Treasurer, An Assistant Treasurer and Secretary~~ shall be chosen by the Board, either from their own number or from the membership-at-large at the first meeting of the new Board and shall hold office for a period of one (1) year and until ~~their a~~ successors are is duly chosen and qualified.

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Section 2. Board of Directors

The Board of Directors shall be elected at the Annual Meeting of the Corporation. Four (4) Directors shall be chosen from a slate submitted by the Nominating Committee to be appointed as provided in ARTICLE IX, Section 13, of these By-Laws, as well as from any nominations received from the membership of the Corporation at its annual meeting.

In the event of a tie vote, the entire slate of nominees must be re-voted upon as many times as necessary to break the tie. Membership on the Board shall be such that one-third (1/3) of the total membership of the Board is elected at each Annual Meeting.

Each member of the Corporation elected to the Board shall be elected to serve a three (3)-year term on the Board and until their successors are duly chosen and qualified. ~~The word "term" is defined as the time elapsed from one Annual Meeting to the next Annual Meeting.~~ No member may serve more than four (4) consecutive ~~terms (i.e., years),~~ as a member of the Board of Directors.

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The name of any Director failing to attend three (3) consecutive Board meetings shall be brought up at the next Board meeting for a vote of disposition. Directors may be excused by the President, for valid reasons, from attending meetings of the Board of Directors, and, when thus excused, such absences shall not be counted.

Section 3. Resignations and Removals

Any Officer of the Corporation may resign by filing with the President or with the Clerk a written resignation which shall take effect on being so filed or at such other time as may be therein specified. The Directors may at any meeting remove from office any Officer elected by them.

Section 4. Vacancies

~~Whenever a vacancy exists, in any office, by reason of resignation or otherwise, it shall be filled by the Board of Directors at any regular or special meeting.~~

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Whenever a vacancy exists in the Board of Directors, by reason of resignation or otherwise, it shall be filled by the Board of Directors until the next Annual Meeting of the Corporation, at which time the appointed Director(s)' name(s) shall be automatically placed in nomination to fill the unexpired term(s).

Any member appointed by the Board of Directors to fill a vacancy may be nominated for the next ~~three (3) terms~~ on the Board of Directors, provided said member: (a) has filled the vacancy for only one (1) ~~term year~~ or less; and (b) has satisfied the

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Nominating Committee rules of ARTICLE IX, Section 13.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board of Directors

The Board of Directors shall hold regular meetings to discuss the business of the Corporation each month at such time as the Directors may agree upon.

Section 2. Special Meetings of the Board of Directors

Special meetings of the Directors may be called by the President or by the Treasurer or by any two (2) Directors.

Section 3. Notice

Notice of all meetings of the Board of Directors shall be given by the Secretary via written or electronic notice, by telephone, or in person, to each Director at least twenty-four (24) hours before such meeting. A meeting may be held without notice when all Directors are present.

Section 4. Quorum

At any meeting of the Board of Directors, a simple majority of the Directors on the current sitting Board shall constitute a quorum for the transaction of business. At all meetings of the Board of Directors, each member of the Board present, except the President, shall be entitled to one (1) vote. The President shall only vote in the case of a tie.

The Board of Directors shall have the general management and supervision of all of the affairs and business of the Corporation; shall control the property and funds of the Corporation; shall make all appropriations and shall decide the payment of all monies and expenses of the Corporation; and shall be authorized to delegate to such person, or persons, as it sees fit, the power on behalf of the Corporation to sign checks, pay current expenses in accordance with ARTICLE VII, Section 4, and execute notes and all other instruments in writing which are necessary for the conduct

of the business of the Corporation.

No other withdrawals from any of the financial accounts of the Corporation, other than as set forth in ARTICLE VII, Section 4, of these By-Laws, may be made unless approved at a regular or a special meeting of the Board of Directors called for that purpose.

Section 5. Code of Conduct

The Board of Directors shall adopt a Code of Conduct that shall apply to all members and Directors of the Corporation, as well as to all persons who participate in the musical and theatrical productions of the Corporation and/or any and all related functions of the Corporation.

The Code of Conduct shall include, but not be limited to, the manner in which persons associated with the Corporation treat not only fellow members of the Corporation, but the public-at-large. It shall address areas of conduct that control manners, civility, profanity, and the like, and shall be adopted to ensure that the Corporation, and its image, is always presented to the public in a positive manner, and that all persons who are representing the Corporation or its interests do so in a manner consistent with the mission and purpose of the Corporation.

The Code of Conduct shall be reviewed by the Board of Directors from time to time, as necessary, to ensure that it fully addresses the mission and purpose of the Corporation.

ARTICLE VII
POWERS AND DUTIES OF THE OFFICERS

Section 1. President

The President shall preside at all meetings of the Corporation and of the Board of Directors and shall perform such other duties as are by law or custom incident to the office.

Section 2. Vice-President

The Vice-President shall act as the Director of Governance. In addition, the Vice-President shall perform the duties and have the authority of the President, in the absence of the President.

Section 3. Secretary

The Secretary shall keep a complete record of all meetings of the Corporation and of the Board of Directors; shall maintain a roster of the names and addresses of all members of the organization; shall give notice of all meetings; and shall perform such duties as are ordinarily incident to the office. In the absence of a Secretary, a Secretary pro tempore may be appointed by the Board of Directors to keep such records.

Section 4. Treasurer

The Treasurer shall have custody of all funds of the Corporation and shall receive and disburse all monies and shall have possession of all papers and documents of value. Except for current expenses, as defined below, the Treasurer shall make expenditures only by direction of the Board of Directors. All checks shall be signed by the Treasurer or, in his/her absence, by the Assistant Treasurer or the President. The Treasurer shall, annually, and at such other times as the Board of Directors may require, present to the Board of Directors a full report, with vouchers, of the financial affairs of the Corporation. ~~The Treasurer may be required to give bond for the faithful discharge of the duties in such form and in such amount and with such sureties as the Board of Directors may require.~~

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Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by the President, Treasurer, or any Officer or Officers or person or persons authorized by the Board of Directors to sign the same. No Officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

Current expenses are defined as, but not limited to, those fixed expenses (incurred by action of the Board) such as heat, lights, telephone(s), insurance, administrative expenses, and any other routine operating expenses of a like nature. Production expenses of Lyric Theater presentations are to be considered current expenses and are to be approved by the producer for each such production within the limitations set by the Finance Committee.

ARTICLE VIII
MEETINGS OF THE CORPORATION

Section 1. Annual Meetings of the Corporation

The Annual Meeting of the Corporation shall be held in June of each year at such time and place as the President may determine.

Section 2. Special Meetings of the Corporation

Special meetings of the Corporation may be called at any time by the President or by the Board of Directors.

Section 3. Petition and Proxy

Upon written petition of ten percent (10%) of the membership of the Corporation, any matter shall be discussed and voted upon at any annual, general or special meeting, and the Board of Directors shall abide by the result of such vote. Notice of all meetings of the Corporation shall be given by the Secretary in writing and received by members at least seven (7) days prior to the called meeting. Along with the written notice, the Secretary shall provide a written and/or electronic proxy listing those matters which shall be discussed and voted on at that next meeting of the Corporation. Any member who is unable to be physically present at the meeting may still vote on those matters by requesting, completing and returning a written proxy to the Secretary at least three (3) days prior to the called meeting. The written proxy shall allow the member to authorize and empower the Board of Directors to vote or act for that member on matters to be considered at that next meeting.

A proxy will only remain in effect for the next meeting following its issuance.

Section 4. Place of Meeting

All meetings of the Corporation shall be held at the office of the Corporation in the State or Maine, or at such other place, wherever situated, within or without the State of Maine, as the person or persons calling said meeting shall designate in the call thereof, or as the Directors shall, by majority vote, have designated as a place for meetings, but any meeting may adjourn to any other place.

Section 5. Quorum

At all meetings of the Corporation, fifteen (15) participating members shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting from time to time. At all meetings of the Corporation, each member present shall be entitled to one (1) vote.

ARTICLE IX
COMMITTEES

Section 1. Number of Committees

The Board of Directors shall determine the committees deemed necessary and proper to fulfill the objectives and purposes of the Corporation.

Section 2. Committee Chairpersons

All committee chairpersons shall be appointed by the Director of each area/function of the Theater's operations, as needed, subject to the approval of the Board of Directors.

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Section 3. Standing Committees

The following Standing Committees shall be appointed by the Board of Directors at the beginning of the fiscal year:

1. EXECUTIVE COMMITTEE - This Committee shall consist of the current President, Vice-President, Director of Finance and ~~Director of Administration~~ one other Director appointed by the current President of the Board of Directors. The Executive Committee shall function in emergency situations when it is impractical or impossible to convene a meeting of the Board of Directors, and it shall have the authority and power to act for the Board of Directors in those emergency situations.
2. FINANCE COMMITTEE - This Committee shall consist of the Treasurer and at least two (2) members of the Corporation. It shall prepare the annual budget ~~and shall see that the Treasurer's books are~~

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~~audited between May 31st and September 1st of each year.~~ It shall also prepare a budget for the guidance of the producer of each show, and said producer shall not exceed the aforesaid budget without authorization of the Finance Committee. The Finance Committee shall also review all capital expenditures.

~~3. MEMBERSHIP COMMITTEE - This Committee's function shall be to issue notices to members of the Corporation as to the current price of season tickets and shall be responsible for the collection of monies received from the sale of those tickets. It shall also keep a current list of all members.~~

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~~4. HOUSE COMMITTEE - This Committee shall have charge of the Theater building and clubrooms with regard to maintenance, cleaning and repair, and rental, with the approval of the President.~~

~~5. BY-LAWS COMMITTEE - This Committee shall formulate rules for the governing of the Corporation and shall submit same to the Corporation for approval.~~

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~~6. PUBLICITY COMMITTEE - This Committee shall handle all publicity relevant to the Corporation, including theatrical productions, for the fiscal year of the Corporation.~~

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~~7. ADVERTISING COMMITTEE - This Committee shall be responsible for soliciting advertising for show programs and other events produced by the Corporation and for collecting monies therefrom.~~

~~8. WARDROBE COMMITTEE - This Committee shall oversee the permanent wardrobe of the Corporation and keep same in order. It shall control the wardrobe keys and shall be responsible to the Board of Directors for any costumes loaned or rented.~~

~~9. TICKET COMMITTEE - This Committee shall control ticket printing, sales, and exchanges for each show.~~

~~10. CASTING COMMITTEE - This Committee shall be responsible for casting the roles for all publicly attended performances and shall consist of the Directors of the show being cast i.e., book, music and choreography directors, augmented by two (2) members of the Board of Directors. If any Director serves in two (2) capacities, a third member shall be selected by the committee chairperson to serve on the Casting Committee, for that particular show only.~~

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~~11.4. SCHOLARSHIP COMMITTEE - This Committee shall consist of six (6) members, three (3) from the current Board of Directors and three (3) from the membership-at-large. Two (2) or more members must be sustained from the previous year. The rules of procedure governing this Committee and the applicants are as follows:~~

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- A. The award is to be named THE ~~PORTLAND~~ LYRIC MUSIC THEATER SCHOLARSHIP AWARD.
- B. Any of the arts may be represented by this award for the furtherance of study and advancement in the arts. Said award is to be conditioned upon active participation in the arts, or study thereof, as stated in the recipient's written application.
- C. Applicants must apply in writing, stating qualifications and proposed use of the scholarship award.
- D. Applications must be received between September 1st and May 31st of the current fiscal season.
- E. The number of scholarships awarded and the amount of each scholarship is to be determined, annually, by the Board of Directors.
- F. Applicants may be of any age.

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- G. The number of times an applicant may receive the award is limited to a total of four (4) times.
- H. This Committee must specify, in writing, the use to be made of the award by the recipient.
- I. Awards are to be announced and presented, when practical, at the Annual Meeting of the Corporation.

~~125.~~ **NOMINATING COMMITTEE** - This Committee shall consist of four (4) members of the Board of Directors, or their designees, and shall nominate a slate of four (4) members who will be elected to replace those Board members retiring at the conclusion of their three (3)-year terms on the Board of Directors. In the event one (1) or more of the retiring Board member(s) are eligible for re-election pursuant to ARTICLE V, Section 4, herein, such Board members may not serve on the Nominating Committee unless they notify the Board in writing of their intention not to seek re-election. In the event a Board member qualifying for re-election under ARTICLE V, Section 4, herein, seeks re-election, the Board shall appoint an alternate to serve in that member's stead on this Committee.

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~~14. PRODUCTION OVERSIGHT COMMITTEE - This Committee, which shall consist of at least one (1) member of the Board of Directors who has experience in theatrical productions, shall oversee every theatrical event produced by the Corporation. It shall also work closely with the director of each production to ensure that the event is produced in conformance with the letter and spirit of the By-Laws of the Corporation.~~

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ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall be from July 1st of the current year to June 30th of the next following year.

ARTICLE XI
BY-LAWS

These By-Laws may be altered or amended at any meeting of the Corporation, at which a quorum is present, by a two-thirds (2/3) vote of those present, provided that written notice of such proposed alteration(s) or amendment(s) shall have been given in the notice of the meeting at least seven (7) days prior thereto.

Revised: 5/11/04 (Adopted 6/15/04); 4/11/06 (Adopted 6/20/06); 5/13/08(Adopted 6/17/08); 5/22/12(Adopted 6/26/12);4/23/13(adopied06/25/13);~~5/24/16(Adopted 6/21/16)~~;

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