

# **RICHMOND CATHOLIC THEATRE**

## **BYLAWS**

### **ARTICLE 1**

#### **Purpose**

The purpose for which the Corporation is formed is to bolster faith, embolden hope, and deepen Love through meaningful performances rooted in the universal, catholic worldview; to draw the community into a conversation about the dignity of the human person; and to entertain and challenge the community through the reflexivity of art, especially theatre, and any and all services that the Board of Directors sees fit.

### **ARTICLE 2**

#### **Members**

Voting Members shall consist of all duly elected members in good standing of the Board of Directors of the Corporation.

### **ARTICLE 3**

#### **Meetings of Members**

**3.1 Places of Meetings.** All meetings of Voting Members and the Advisory Board of the Corporation shall be held at such place within the Commonwealth of Virginia as from time to time may be fixed by the Board of Directors.

**3.2 Annual Meetings.** The annual meeting of Members shall be held each year on such date as the Board of Directors may specify.

**3.3 Special Meetings.** Special meetings of Voting Members for any purpose or purposes may be called at any time by the Chairman of the Board of Directors or by a majority of the Board of Directors.

### **ARTICLE 4**

#### **Directors**

**4.1 General Powers.** The property, affairs, and business of the Corporation shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all the powers of the Corporation shall be vested in such Board. The Board shall have the power to delegate specific powers and responsibilities to individual Board members, employees, and agents of the Corporation.

**4.2 Number of Directors.** The Board of Directors shall be comprised of not less than two (2) individuals and shall be subject to expansion to up to twenty-one (21) Directors upon a vote of the Board of Directors.

**4.3 Election of Directors.**

**4.3.1** Directors shall be elected by the members annually in January, beginning in January 2017. Each Director shall serve a three (3) year term, except when elected to fill an unexpired term, in which case his or her term shall coincide with the unexpired term. Any Director who has completed two (2) full three (3) year terms shall be ineligible for re-election for a period of one (1) year. Board Members shall be divided into three classes to achieve a staggered rotation of terms.

**4.3.2** A Nominating Committee appointed by the Board of Directors shall submit to the Board of Directors the names of persons proposed as candidates to serve on the Board of Directors.

**4.3.3** At each annual meeting of the members, Directors shall be chosen to succeed those whose terms expire, and shall themselves serve terms of three (3) years.

**4.4 Removal of Directors.** The Board of Directors shall have the right to remove any Director who fails to attend three (3) consecutive Board meetings, or fails to actively participate in the work of the Board; or fails to regularly participate in the fulfillment of the Board's management responsibilities.

**4.5 Vacancies in the Board of Directors.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board, at any duly constituted Board meeting.

**4.6 Quorum.** A majority of the Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

**4.7 Meetings of Directors.** An annual meeting of the Board of Directors shall be held in January after the annual meeting of members, at such place as the Board may designate. Other meetings of the Board of Directors shall be held at places within the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the President. The Secretary or officer performing the Secretary's duties shall give not less than forty-eight (48) hours notice by letter, telegraph, telephone, or in person of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present or if the Directors not present waive notice in writing

either before or after the meeting. The notice of special meetings of the Board shall state the purpose of the meeting.

**4.8 Voting at Directors' Meetings.** Each Director present in person shall be entitled to one vote. Proxy voting shall not be permitted.

**4.9 Compensation.** Directors shall serve without compensation.

## **ARTICLE 5 Advisory Board**

**5.1 Meetings.** The Advisory Board shall hold monthly meetings to receive information regarding the operations of the Corporation, including review of financial reports, fundraising efforts and consideration of strategies for producing theatrical work.

**5.2 Conduct of Meetings.** The President of the Corporation or his or her designee shall serve as Chair of any meeting of the Advisory Board. Minutes of meetings of the Advisory Board shall be kept and filed with records of the Corporation by the Secretary of the Corporation or his or her designee.

**5.3 Committees.** The President shall have the authority to establish such committees of the Advisory Board for such purposes as the President shall determine.

**5.4 Compensation.** Members of the Advisory Board shall serve without compensation.

## **ARTICLE 6 Officers**

**6.1 Number of Officers.** The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. Other officers may from time to time be elected by the Board of Directors. Any two (2) offices may be combined in the same person as the Board of Directors may determine, except that the President and Secretary may not be the same person.

**6.2 Election and Term of Office.** Officers shall be elected annually by the Board of Directors from among its members at the first meeting of the Board of Directors after the annual meeting. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors is elected. Officers may be reelected to the same position for successive terms by action of the Board of Directors.

**6.3 Removal of Officers, Vacancies.** Any officer of the Corporation may be removed by two-thirds (2/3) vote of those present at a meeting of the Board of Directors called expressly for that purpose. Notice of such meeting shall be given by letter, telegraph, telephone,

or in person at least ten (10) and not more than twenty (20) days in advance. Vacancies may be filled by the Board of Directors at any duly constituted Board meeting.

**6.4 Duties.** The officers of the Corporation shall have such duties as generally pertain to their respective offices, as well as such powers and duties as are prescribed by law or are hereinafter provided for as from time to time shall be conferred by the Board of Directors.

**6.5 Chairman.** The Chairman shall be primarily responsible for the implementation of the policies established by the Board of Directors. The Chairman shall have authority over the general management and direction of the business and operations of the Corporation, subject to the ultimate authority of the Board of Directors. The Chairman shall, when directed by the Board of Directors, sign with the proper officers of the Corporation all contracts, conveyances to and from the Corporation, and any other obligations in the name of the Corporation. In addition, the Chairman shall perform all duties incidental to the office of the Chairman and such other duties as from time to time may be assigned to the Chairman by the Board of Directors.

**6.6 Vice-Chairman.** The Vice-Chairman, if any are elected, shall have such powers and duties as may from time to time be assigned to him or her by the Chairman or the Board of Directors. In the case of the absence or disability of the Chairman, the duties of the Chairman shall be performed by the First Vice-Chairman.

**6.7 Secretary.** The Secretary shall ensure that all records and minutes of all meetings and proceedings of the Corporation are properly kept and maintained and shall attest the signatures of the proper officers of the Corporation on all contracts, securities, and other obligations of the Corporation in the name of the Corporation and shall affix the seal of the Corporation thereto when so required. In addition, the Secretary shall perform all other duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

**6.8 Treasurer.** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for ensuring that adequate financial records and accounts are maintained in accordance with generally accepted accounting practices for the preparation of appropriate operating budgets and financial statements, and for the preparation and filing of all tax returns required by law. In addition, the Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

**6.9 Compensation.** All officers of the Corporation shall serve without compensation for services as officers.

## **ARTICLE 7 Committees**

**7.1 Executive Board.** There shall be an Executive Board consisting of the officers of the Corporation and such other members as the Board of Directors may from time to time elect. When the Board of Directors is not in session, the Executive Board shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided that the Executive Board shall not have the power to approve an amendment to the Articles of Incorporation, or to take any action prohibited by express resolution of the Board of Directors. The Executive Board shall report at the next regular or special meeting of the Board of Directors any actions which the Executive Board may have taken on behalf of the Board of Directors since the last regular or special meeting of the Board of Directors.

**7.2 Nominating Committee.** There shall be a Nominating Committee appointed by the President and consisting of at least three (3) members of the Board of Directors and three (3) members of the Advisory Board. The Nominating Committee shall be responsible for submitting the names of persons proposed as candidates to serve on the Board of Directors.

**7.3 Audit Committee.** There shall be an Audit Committee of no less than three (3) members of the Board of Directors or Advisory Board appointed by the President to oversee and annual audit of the financial affairs of the Corporation and an audit upon any change in Treasurer of the Corporation. No officer of the Corporation other than the President shall serve on the Audit Committee.

**7.4 Other Committees.** The Board of Directors, by resolution duly adopted, may establish or abolish standing or special committees of the Board as it sees fit. Members of committees, including the Chairmen, shall be appointed by the President of the Board of Directors for a fixed term not to exceed one (1) year. Committee members may be reappointed at the discretion of the President.

**7.5 Meetings.** Regular and special meetings of any committee established pursuant to this Article shall be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

## **ARTICLE 8**

### **Prohibition against Sharing in Corporate Earnings**

No member, Director, Officer, employee, member of a committee, or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the

Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to charitable, scientific, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as it then exists.

## **ARTICLE 9**

### **Indemnity of Officers and Directors**

**9.1** Each person now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

**9.2** Under Va. Code Ann. §13.1-876, the Corporation has the authority to indemnify an officer or director if 1) he conducted himself in good faith, and 2) he believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the Corporation.

## **ARTICLE 10**

### **Conflicts of Interest**

**10.1 Conflict Defined.** A conflict of interest exists when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of

the Corporation; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

**10.2 Disclosure.** Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

**ARTICLE 11**  
**Account Books and Minutes**

The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The minutes will be entrusted to [a member of the Board] and will be kept [in a particular place]. In accordance with the IRS laws, the minutes will be made available to the public upon request. Additionally, the minutes will be emailed to all the Board of Directors to go over, so at the next meeting, the Board can agree to their accuracy.

**ARTICLE 12**  
**Fiscal Year and Audit**

The fiscal year of the Corporation shall be January 1 through December 31, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety days after the close of the fiscal year.

**ARTICLE 13**  
**Miscellaneous Provisions**

**13.1 Seal.** The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word “Seal” and the name of the Corporation.

**13.2 Fiscal Year.** The fiscal year of the Corporation shall end on the last day of August each year and shall consist of such accounting periods as may be fixed by the Board of Directors.

**13.3 Checks, Notes, and Drafts.** Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

**13.4 Amendment of Bylaws.** Unless prescribed by the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors then elected and serving.



Adopted by the Board of Directors of Richmond Catholic Theatre, this \_\_\_\_ day of \_\_\_\_\_, 2016.

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Secretary