

**SCHENECTADY LIGHT OPERA COMPANY
826 STATE STREET
SCHENECTADY, NEW YORK**

BY-LAWS

LAST REVISED AND AMENDED **June 12, 2010**

ARTICLE I - NAME

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

ARTICLE II- PURPOSE

Section 1 - The purpose of this company is:

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

ARTICLE III - ADMINISTRATION

Section 1 -

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

ARTICLE IV - MEMBERSHIP

Section 1 - Voting Members

Section 1 - Voting Members – As provided herein, voting members shall have specific voting rights in relation to the operations of the organization.

A person shall qualify for a voting membership by, at least once every two (2) years

- (a) participating on a Company committee,
- (b) participating in a company production or event , or
- (c) volunteering time to the benefit of the company, as determined by the board or its designee, and
- (d) having so participated, paid their dues on or before February 1st

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

Section 2 - Dues and the Fiscal Year

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

Section 3 - Compensation

No voting member of the company shall receive compensation for his effort in the Company's behalf, except as approved by the Board of Directors.

Section 4 - Removal of Member

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

Section 5 –Financial Donors

As promulgated by the Board of Directors, the organization may establish a program for financial donors. The program may be commonly referred to as a “membership program”, but these donors will only qualify to vote by meeting the requirements set forth in section 1 of Article IV.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Functions and Powers

The Board of Directors shall have full responsibility for the management of the Company (See Article 8, Section 4). A majority vote of Board Members present at a duly called meeting shall decide any issue before said Board, except where otherwise provided by the By-Laws. Only Board members elected by the membership have full voting rights.

Section 2 - Members of the Board

The Board of Directors shall consist of nine (9) Members elected by the voting Members of the Company. A person shall qualify for membership on the Board of Directors by having been a Voting Member for at least one (1) year immediately prior to the year in which the person is to serve, or by serving for one (1) year as an ex officio member of the Board.

Section 3 - Nominations

(A) The Nominating Committee Chairman shall be appointed by the President. The Nominating Committee shall be composed of at least three (3) persons. It shall be the duty of the Nominating Committee to prepare a list of candidates for two-year board terms and un-expired terms. This list shall contain at least two (2) more candidates than the number of vacancies to be filled for each Board term classification. The list of nominees shall be distributed to all persons qualified to be Voting Members of the Company at least forty-five (45) days prior to the Annual Meeting.

(B) Thereafter, nominations may be submitted by persons who are Voting Members.

Such nominations shall be:

- (1) Submitted in writing to the Secretary; and
- (2) Signed by at least five (5) persons who are Voting Members; and
- (3) Consented to by the proposed nominee; and
- (4) Received by the Secretary at least thirty (30) days prior to the Annual Meeting.
- (5) At least fifteen (15) days prior to the Annual Meeting, the Secretary shall notify all persons qualified to vote of those persons nominated. Such notification shall contain a description of at least those company activities in which the nominee has participated.

(C) No nominations shall be made from the floor.

Section 4 - Election of Board Members

Board Members will be elected by the Voting Members of the company at the Annual Meeting. On alternating years, four (4) or five (5) Board Members will be elected for a term of two (2) years. If the office of a previously elected Board Member was vacated during the immediately preceding term, a Board Member

shall be elected by the Voting Membership to fill the office for the balance of the un-expired term. Board Members may not serve more than five (5) consecutive years as an elected member of the Board.

Section 5 - Balloting Procedure

- (A) Board Members shall be elected by a single ballot cast by the Voting Members of the Company. Each Voting Member may select from the list of candidates up to four (4) or five (5) individuals to fill vacancies on the Board. The four (4) or five (5) candidates with the highest number of votes are elected to fill the vacancies. The winners will be announced alphabetically.
- (B) In the case of a tie for the final position, a run-off election shall be held.
- (C) If a candidate (s) is to be elected to fill an un-expired Board term (s), the person (s) receiving the next highest number (s) of votes shall be elected.
- (D) Any ballot containing more votes than the number of openings shall be declared void.

Section 6 - Absentee Ballots

A member qualifying as a Voting Member shall be entitled to personally request one (1) absentee ballot from the Secretary. The request must be made at least two (2) days prior to the Annual Meeting. The Secretary will provide the ballot and a covering envelope with instructions to vote for either four (4) or five (5) candidates. The ballot must be marked, sealed in the covering envelope which must be signed by the voter on the outside, and returned to the Secretary prior to the Annual Meeting. Any absentee ballots received after the voting process has commenced during the Annual Meeting or in an unsigned covering envelope shall be declared void.

Section 7 - Board Vacancies

Appointment of persons to fill Board vacancies shall be made by the remaining members of the Board at the next Board Meeting following the creation of a vacancy. Such appointments shall end at the close of the next Annual Meeting.

ARTICLE VI - OFFICERS

Section 1 - Election of Officers

Within two (2) weeks after the Annual Meeting, the Board of Directors shall meet for the purpose of electing Board Officers. Board Members who cannot attend may cast an absentee ballot, which shall be given to the Secretary prior to the start of the Board meeting. Board members shall choose from among themselves a President, a Vice President, a Secretary, and a Treasurer and such other Officers as the Board deems necessary to implement the purposes of the Company. Such Officers shall be approved by a simple

majority of the Board of Directors. If a Board member is not able to fill the position of Treasurer or Secretary, the Board may appoint an individual to fill the position (of Treasurer or Secretary) on an ex officio basis for one year. Such an appointment shall require approval of 2/3s of the Board members. To obtain Board voting rights the person so appointed must be elected to the Board.

Section 2- Regular Officers and Term of Office

The Officers of the Company shall consist of a President, a Vice President a Secretary, a Treasurer and such other Officers as the Board deems necessary to implement the purposes of the Company as outlined in Article II of these By-Laws. Their terms of office shall expire upon the election of their successors or upon the discontinuance of their positions.

Section 3- Duties of the Officers

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

Section 4 - Removal of an Officer from Office

An Officer of the Company may be removed from office by a two-thirds (2/3) vote of the entire Board of Directors. This action to expel may be initiated by the Board of Directors or by a petition signed by fifteen (15) Voting Members of the Company and presented to the President of the Company. Expulsion shall not become effective until said officer has been provided with a statement of the charges in writing together with an opportunity to present a defense at a hearing before the Board.

Section 5 - President's Term of Office

A member may serve as President for not more than two (2) consecutive years. If the President is elected to fill a special vacancy, that partial year of service shall not count towards the maximum number of consecutive years in the office.

ARTICLE VII

COMMITTEES AND STANDARD OPERATING PROCEDURES

Section 1 - COMMITTEES

(A) General Authorities. The Board shall, in its discretion, by the affirmative vote of a majority of the members, establish such committees and appoint such committee Chairs as it shall, from time to time, deem necessary in order to conduct or perform the various duties, functions and responsibilities of the corporation. Said committees shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board shall have the power to fill vacancies, to change membership, or to discharge any such committee

(B) Terms of Office. The term of office of the committee Chair appointed by the Board shall be one year and shall coincide with the term of office of the Board of Trustees.

(C) Vacancies. In the event a vacancy shall occur in the Chair of any committee, the unexpired term of said Chair may be filled by the Board.

(D) Duties and responsibilities. The committee Chairs appointed by the Board shall have the duties and responsibilities as may be established by said Board.

Section 2 – STANDARD OPERATING PROCEDURES

(A) The Company shall be guided in its operation by Standard Operating Procedures, (SOPs). These SOPs shall consist of all Company policies, as well as all the responsibilities and functions of each office and committee. The Board of Directors is responsible for the formation and revision of the SOP's. The Board may delegate any revisions of the SOPs to the appropriate Officer or committee Chair, but final approval of the SOPs rests with the Board.

(B) The Secretary shall maintain a complete set of Standard Operating Procedures which shall be available to any Member for inspection upon request.

(C) Should there be a variance between the Standard Operating Procedures and the By-Laws, the By-Laws shall govern.

ARTICLE VIII - MEETINGS

Section 1 - Annual Meeting

An Annual Meeting of the Membership shall be held to take up general Membership business and elect Directors within six (6) weeks of May 1st each

year. Written notice of the Annual Meeting shall be sent to all persons qualifying for Membership in the Company by the Secretary, at least forty-five (45) days prior to the Annual Meeting. Such notice shall contain a list of all persons qualified to vote at the Annual Meeting.

Section 2 - Other Meetings

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

Section 3 - Special Meetings

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

Section 4-Board Meetings

At least nine (9) meetings of the Board of Directors shall be held during each fiscal year. Additional meetings shall be called by the President or by the Secretary at the request of three (3) Board members, within ten (10) days of the request. Any Board Member who misses three consecutive Board Meetings shall offer his/her resignation to the Board. To be a duly called meeting, all Members of the Board shall attend Board Meetings. All Officers of the Company shall attend Board Meetings. An Officer who misses three (3) consecutive Board Meetings shall offer his/her resignation to the Board. All Officers shall be notified prior to the meeting. Other Members of the Company may attend meetings of the Board by invitation of the Board.

Section 5-Quorum at Meetings

A quorum for a Membership meeting shall consist of one-fourth (1/4) of the Voting Membership of the Company. A quorum for a Board Meeting shall consist of six (6) Board Members. No official business may be conducted at any meeting unless a quorum is present.

Section 6-Procedure

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

- (1) Call the meeting to order.
- (2) Action on minutes of the previous meeting.
- (3) Presentation of and action on Committee reports.

- (4) Unfinished business.
- (5) New business.
- (6) Adjournment.

ARTICLE IX - BUDGETS AND ACCOUNTS

Section 1-Financial Management

The Board of Directors shall adopt a Company Budget for the next fiscal year prior to the Annual Meeting. Each Officer and committee Chair shall be responsible for recommending a Budget for his/her area of responsibility to the Board. The budget will be presented to the membership at the Annual Meeting. The Board of Directors may amend the Company Budget with a majority vote. Amendments shall be reported to the Company at the next Annual Meeting.

Section 2-Audit Review

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

Section 3-Expenditures

Each Company Officer and committee Chair shall be responsible for the administration of the budget in his area.

All expenditures shall be made only with the approval of the appropriate Company Officer or committee Chair. The Board of Directors must approve all expenditures not specified within the Company Budget. All capital expenditures shall require Board approval.

Section 4-Show Expenses

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

Section 5-Reimbursements

The Treasurer shall reimburse any approved expenditure only after receiving a receipted invoice, with budget allocation reference.

ARTICLE X - AMENDMENTS OF THE BY-LAWS

Section 1-Amendments Proposed by the Board of Directors

An Amendment to these By-Laws may be proposed by a minimum of two-thirds (2/3) vote of the entire Membership of the Board of Directors. An amendment so proposed shall become effective when ratified by a two-thirds (2/3) vote of the voting Members present at the Annual Meeting or Special Meeting as defined in Article VIII. A written statement of this amendment shall be sent by the Secretary to each Voting Member of the Company at least one (1) week prior to the above meeting.

Section 2-Amendments Proposed by the Membership

An amendment to these By-Laws may be proposed by a petition, to the Secretary, of ten (10 or more Voting Members of the Company at least three (3) weeks before the Annual Meeting. An amendment so proposed shall become effective when ratified by a two-thirds (2/3) vote of the Voting Members present at the Annual Meeting. A written statement of this amendment shall be sent by the Secretary to each Voting Member of the Company at least one (1) week prior to this Annual Meeting.

ARTICLE XI - DISSOLUTION

Section 1

In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed.