

Bylaws
of
The Village Light Opera Group, Ltd.
A Membership Corporation
Ratified December 10, 1997, effective January 1, 1998

Article I. Name and Status; Purpose; Office; Fiscal Year

Section 1 Name and Status.

(a) The Village Light Opera Group, Ltd. ("VLOG", hereinafter referred to as "the Corporation") is a not-for-profit corporation, chartered by the New York State Department of Education, organized and operated exclusively for charitable and educational purposes coming within the contemplation of Section 501(c)(3) of the United States Internal Revenue Code of 1954.

(b) Upon dissolution of the corporation, all net assets will be distributed for the purposes specified in section 501(c)(3) of the above stated code, subject to the written approval of a Justice of the Supreme Court of the State of New York.

Section 2 Purpose.

The purposes of the Corporation are:

(a) to encourage and foster participation in and appreciation of the musical and dramatic arts, by means of public performances of concerts, operas, operettas, musical comedies, plays, and other musical or dramatic works;

(b) to provide its Members with opportunities to acquire, improve, and demonstrate musical and dramatic performing skills; and,

(c) to make such performances available to the community, including the elderly, handicapped, and economically disadvantaged.

Section 3 Office.

The registered address of the Corporation is Post Office Box 143, Village Station, New York, New York, 10014. Said registered address may be changed at any time by resolution of the Board of Directors

Section 4 Fiscal Year

The fiscal year is July 1 to June 30.

Article II. Members

Section 1 Membership.

The membership of the corporation consists of those persons who are admitted to membership pursuant to procedures hereinafter set forth or special resolution of the Board of Directors. Such persons as meet these criteria, who are of legal age in the State of New York, and who are in good standing with respect to meeting their membership obligations, are entitled to the privileges of membership as hereinafter set forth.

Section 2 Classes of Membership.

There are ~~five~~three (3) classes of membership: Introductory, Full, ~~and Life, Honorary, and Associate.~~

(a) Introductory Members.

(1) Introductory Members are such persons as have been accepted by the Membership Committee and ~~are~~

(A) admitted to the cast of a production of the Corporation; ~~or~~

(B) accepted by the Technical Director, Business Manager, or Producer for a non-performing position in connection with a production; or

(C) accepted by the President

(2) Introductory Members shall be required to satisfy all of the obligations of Full Membership and shall enjoy all of the privileges of Full Membership, except that they have no vote in the membership meetings of the Corporation, ~~and~~ are not to be counted to determine the existence of a quorum, ~~and are not considered Full Members for the purpose of casting.~~

(3) Introductory Members shall become candidates for election to Full Membership upon ~~acceptance in completion of~~ their second ~~regular season full~~ production within ~~one~~ two five (25) years after having satisfactorily completed their second production as Introductory Members.

(b) Full Members.

(1) Full Members are such persons as have:

(A) Satisfactorily completed a term as Introductory Members in accordance with ~~Subsection Section 2(a) (a)(3)~~ above;

(B) are unanimously recommended for Full Membership by the Membership Committee; and

(C) are elected to Full Membership by the vote of the Board of Directors.

(D) continue to satisfy the membership obligations as hereinafter set forth.

(2) Full Members are eligible to vote in membership meetings of the Corporation, and are counted to determine the existence of a quorum.

(3) Family Membership is a special category of membership that reduces the cost of membership dues for Members living at the same address. Family Members are such persons as:

(A) reside in a single household, at the same address, and

(B) each having each been elected to Full Membership in their own right, and continue to maintain such Full Membership, and

(C) wish to receive only one copy ~~between among~~ them, of all membership mailings.

Family Members are considered as individual Full Members for every other purpose, including: quorum, voting, holding office, ~~casting~~, and satisfying other membership obligations.

(c) Life Members.

Life Members are such persons, being Full Members of the Corporation, as have, in the view of the Board of Directors, significantly contributed to the success of the Corporation, and represent the best ideals of the Corporation. A Life Member ~~retains all Full Members entitlements~~ ~~is entitled to vote and hold office~~, but is exempted from the obligation to pay membership dues.

~~(d) Honorary Members.~~

~~Honorary Members are such persons, not being Full Members of the Corporation, as have consistently rendered exceptional service to the Corporation which the Board of Directors wishes to acknowledge. Such persons are not eligible to vote or hold office, and are not required to pay membership dues.~~

~~(e) Associate Members.~~

~~Associate Members are such persons, having once been Full Members of the Corporation, who choose not to participate actively in the operation of the Corporation, but wish to continue receiving its membership communications. Such persons are not eligible to vote or hold office but are required to pay dues, which will be set to cover the costs of such communications.~~

(f) ~~VLOGuild Members.~~

~~VLOGuild members are such persons as make tax-deductible donations to the Corporation, the amount so fixed by the Board of Directors, and are so recognized by a listing in the show program and other benefits as are, from time to time, set by the Board of Directors. They are not necessarily Members of the Corporation, and therefore are not required to satisfy any of the membership obligations, nor enjoy any of the privileges of membership, including voting. However, Members of the Corporation of any class above may also be members of the VLOGuild. For the determination of VLOGuild membership, donations do not include dues, participation fees or ticket purchases.~~

Commented [GB1]: Note: It is not proposed that this changes just that this is an operational matter and not something that needs to be in the Bylaws, hence it is proposed that this is moved to a new Operating procedures document to be drafted.

Section 3 Membership Committee.

The Membership Committee shall consist of ~~at least three~~ two (2) or more Full Members of the Corporation, one (1) of whom is a member of the Board of Directors. Each member of the Committee has one vote. The Committee is appointed by the Board of Directors for one (1) year for the purpose of considering each candidate for Full or Introductory Membership in the Corporation, plus other membership considerations as set forth elsewhere in the ~~Article~~ Bylaws or otherwise requested by the Board of Directors.

Section 4 Membership Obligations.

All Introductory ~~and~~, Full and Life Members are required to satisfy the membership obligations set, from time to time, by the Board of Directors, provided however, that such criteria shall be equitably applied. These obligations shall include:

(a) Payment of annual dues (for which Life Members are exempt)

~~(a)(b) Payment of dues~~ Participation on at least one crew and/or major committee of the Corporation. For each production in which such Member participates, completion of the work hours so fixed by the Board of Directors. Hours spent participating in committees or other general Corporation activities may be used towards any work hour requirements in the same fiscal year

~~(b)(c) For each production in which such Member participates, \$~~ sale of a number of tickets so fixed by the Board of Directors for the current ~~each~~ production

~~(e)(a) Payment of dues~~

Section 5 Termination of Membership.

(a) Failure to pay dues in the amounts and by the times so fixed shall result in automatic ~~termination~~ suspension of membership without further notice. All membership rights shall be suspended until dues are paid in full. Full Members who fail to pay dues before auditioning for a production will not be considered a Full Member for casting purposes. Failure to pay dues in the amounts so fixed for a period of two (2) years or more shall result in automatic termination of membership without further notice. Notwithstanding the foregoing, The President shall have the power, for good cause shown by written application, to modify the obligation of any Member to pay dues by permitting payment in installments, or, in any case of actual hardship, by reducing the amount of dues. The President shall report promptly to the Board of Directors all action so taken to modify the obligation of any Member. Any former Member whose membership has been terminated for nonpayment of dues may be reinstated by resolution of the Board of Directors, but typically shall be required to re-satisfy the obligations of Introductory Membership first.

(b) Failure to satisfy membership obligations other than the payment of dues shall result in a termination of membership following a review and unanimous recommendation by the Membership Committee, and a unanimous vote by the Board of Directors.

(c) For good cause shown, a Member of the Corporation may be refused the right to renew membership ~~for a fiscal year~~ upon the unanimous recommendation of the Membership Committee and the unanimous vote of the Board of Directors.

Members terminated for reasons in Section 5(b) or (c) above may be reinstated by unanimous vote by the Board of Directors.

Section 6 Qualification to Vote.

Only Full and Life Members are eligible to vote. In order to vote at any meeting or election, each Full or Life Member must have satisfied the membership obligations set forth above, ~~including the payment of dues.~~
~~Petition and Review~~

Article III. Grievance.

Any Introductory, Full, or Life Member may petition the Board of Directors for review of any Board decision personally affecting them, including casting, loss of membership, and payment of dues. Upon receipt of such petition in writing, the President will appoint a committee to review and recommend action. A two-thirds vote of the entire Board of Directors is required to modify a previous Board decision.

Article IV. Performance

Section 1 Auditions Committee.

The Auditions Committee consists of the stage and music directors (~~the 'creative team', the producer, the Chairperson of the Membership Committee or their appointee~~ and ~~one at least two (2)~~ member(s) of the Board of Directors ~~or their appointees~~ who shall be appointed to this committee by the Board of Directors. ~~The entire Auditions Committee shall be present at all auditions and callbacks for a particular performance opportunity.~~ The Auditions Committee conducts all auditions. ~~The Auditions Committee shall reach a consensus casting which shall be provided. Each member of the Committee has one vote, and submits its casting recommendations to the complete Board of Directors (irrespective of whether members of the Board of Directors are auditioning), which shall consider the Committee's recommendation as the Board meets to select the cast for the production. A board member who is auditioning for a role may be a part of the Auditions Committee if it cannot be avoided, and shall recuse him/herself when a discussion regarding a role, for which the committee member is being considered, ensues.~~

Section 2 Casting Recommendations.

(a) In making its recommendations, the Auditions Committee shall seek to balance the goals of providing the highest quality of performance utilizing the most suitable talent, and of providing the membership with the optimum opportunity to perform ~~appropriate roles.~~

(b) With respect to principal and supporting roles, the goal of providing the highest quality of performance may be given precedence. Members are not guaranteed any role for which they audition. However, provided a Member in good standing demonstrates a substantially-substantial capability as compared to equal talent with a non-Member and is appropriate for the production concept of the role, the Full Member in good standing should generally be given preference. ~~The goal should be to achieve a cast containing more Full Members than non-members where possible. Please refer to the current version of the Operating Procedures, if any, for further guidance.~~

(c) With respect to ensemble chorus and featured roles, the goal of providing the membership with the optimum opportunity to perform shall be given precedence, provided that:

(1) All Members desiring to participate in a show audition, unless the audition is waived by the Auditions Committee,

(2) The Members demonstrate that they are capable of meeting the basic vocal and movement requirements of the show,

(3) The Committee, for good cause shown to the Board, recommends a limit on the number of chorus-ensemble members or provides for a vocal minority. ~~The goal should be to achieve a cast~~

containing more Full Members than non-members where possible. Please refer to the current version of the Operating Procedures, if any, for further guidance.

(d) No non-member shall be recommended for the cast without an audition and an interview by the Membership Committee.

(d)(c) If a Full Member in good standing cannot attend audition dates, a Producer may appeal to the Board of Directors to arrange an alternate date and time for an in-person audition. Pre-recorded or live video/audio auditions shall not be accepted. Reasonable efforts shall be made to give all Members equal opportunity to demonstrate capability.

Section 3 — Casting Approval.

No person may perform in any production without the approval of the Board of Directors. When reviewing the recommendations of the Auditions Committee, the Board shall seek to balance the production requirements, the recommendations of the Committee, and the optimum use of Members' talents.

Article V. Meetings and Elections

Section 1 Annual Meeting.

The annual meeting of Members shall be held in the City, ~~County,~~ and State of New York, at such place ~~and on such date~~ as shall be determined by the Board of Directors and set forth in the notice to be distributed pursuant to Section 4 below thereof. Such date shall be the first Tuesday of October, or as soon thereafter as shall be fixed by the Board of Directors, but in any event no later than December 31st of such year. The meeting shall take place between November 1st and January 31st on a date to be determined by the Board of Directors.

Section 2 Election Meeting.

The annual meeting for the election of Directors and the President shall be held in the City, ~~County,~~ and State of New York, at such place as shall be determined by the Board of Directors and set forth in the notice to be distributed pursuant to Section 4 below thereof. The meeting shall take place during the month of June between May 1st and June 30th, on a date to be determined by the Board of Directors.

Section 3 Special Meetings.

Special meetings of the Members for any purpose or purposes may be called by the President or by the Board of Directors at any time at such place within the City; ~~County,~~ and State of New York as shall be determined by the Board of Directors ~~shall determine.~~

~~A special meeting may also be requested by any Full or Life Member upon request in writing sent to the President, stating the general nature of the business sought to be considered. The Member requesting the special meeting shall be required to find ten (10) Members qualified to vote to support such a request who shall sign the request sent to the President. Upon receipt of such a request, the President shall promptly call a special meeting of Members in accordance with Section 4 below, upon receipt of a request therefor in writing, stating the general nature of the business sought to be considered thereat, and signed by no fewer than ten Members qualified to vote thereat.~~

Section 4 Notice of Meetings.

At least ten days before each annual or election meeting or any special meeting, the Secretary shall have sent a written or printed notice of such meeting to each Member entitled to vote ~~thereat~~, either by personal delivery or mailing of the same to such Member at the address of such Member appearing in the records of the Corporation, or by e-mailing the notice to each Member at an e-mail address provided by the Member for that purpose. The notice shall set forth the time and place of the meeting and the general nature of the business to be considered. The notice of the annual election meeting shall specify the names of the persons nominated for office by the Board of Directors or by a Nominating Committee appointed by the board of Directors. Nothing contained in this Section, however, shall be deemed to preclude the consideration, at the annual or election meeting, of any business not mentioned in the notice of such meeting.

~~Section 5~~ Section 1 — Voting.

~~Each Full or Life Member shall be entitled to one vote. There shall be no cumulative voting. All elections for members of the Board of Directors and the President and all other questions shall be decided by majority vote, except as may otherwise be provided by law, or by these Bylaws, or by Robert's Rules of Order, Revised. No voting for members of the Board of Directors or the President at the annual election shall be held until one half hour after the meeting has been called to order.~~

~~Section 6~~ Section 5 Quorum.

(a) Except as otherwise required by law, or by these Bylaws, the presence, in person ~~or by proxy~~, of 30 ~~voting~~ Members entitled to vote as defined below, or of one third of the Members entitled to vote, whichever is smaller, shall constitute a quorum at all meetings of the Members. Proxy voting is not allowed.

(b) For purposes of determining a quorum, the number of Members entitled to vote shall be defined as all Full Members plus all Life Members qualified to vote in accordance with Article II, Section 6, plus all Life Members who are actively participating in the current fiscal year.

(c) If a quorum is not present at any meeting, a majority of the Members who are present ~~may~~ shall adjourn the meeting to a subsequent date unless no voting is to take place at the meeting. No further formal

notice of the adjourned date need be given to the Members not present. The meeting may continue to be adjourned to subsequent dates until a quorum of those persons who were Members at the time of the original meeting is achieved. Once a quorum is achieved, any business may be transacted which might have been transacted at the meeting as originally noticed.

~~(d) At all meetings of the Corporation, the Chairperson of the Membership Committee or their appointee shall inform the President when a quorum is present.~~

Section 6 Voting.

~~Each Full or Life Member shall be entitled to one vote. There shall be no cumulative voting. All elections for members of the Board of Directors and the President and all other questions shall be decided by majority vote, except as may otherwise be provided by law, or by these Bylaws.~~

Section 7 Annual Report.

The Board of Directors shall present at the annual meeting a written report, verified by the Directors, showing;

- (a) the whole amount of real and personal property owned by the Corporation, where located, and where and how invested,
- (b) the amount and nature of all real and personal property acquired by the Corporation during the Fiscal year immediately preceding the date of report and the manner of acquisition,
- (c) the amount applied, appropriated, or expended during the fiscal year preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made, and
- ~~(d) the names and addresses of all persons who were admitted to membership in the Corporation and who are qualified to vote during such fiscal year.~~

Such report shall be filed with the minutes of the annual meeting, and made available to Members upon request.

Article VI. Board of Directors

Section 1 Number.

The Board of Directors shall consist of the President or two Co-Presidents, present elected Directors, and the immediate past president of the Corporation. The number of Directors elected shall be fixed by the Board of Directors prior to the Election Meeting, ~~but shall never differ by more than one from the number of Directors elected to the previous year's Board.~~

Section 2 Term.

(a) The President or two Co-Presidents shall be elected by the Members for a one-year term, and upon being so elected shall become Chairperson (s) of the Board of Directors. Directors shall be elected by the Members for a term of two years, with approximately one-half elected each year at the Election Meeting.

(b) The term of office for President (or Co-Presidents) shall run from July 1 immediately following the date of their election through June 30 of the following year. Terms of office for Directors shall run from July 1 immediately following the date of their election through June 30 of the second following year.

(c) The President may be elected to no more than three consecutive one-year terms. Directors may be elected to no more than three consecutive terms, or serve as Directors for no more than six consecutive years, whichever is greater.

Section 3 Resignations and Vacancies.

(a) Any Board member may resign at any time by giving written notice of such resignation to the President. Such resignation shall not constitute resignation from the Corporation unless said written notice expressly so states.

(b) Upon the resignation of a Director, the remaining Board members, by a majority vote, may appoint any Member to such vacancy until the former Director's term expires. Such appointment shall be submitted for ratification by the Members present at the next following meeting of the Corporation.

Section 4 Removal.

Any Board member may be removed with ~~or without~~ cause at any time by the affirmative vote of a majority of all Members of the Corporation entitled to vote at any meeting of the Members, or a unanimous vote by the rest of the Board of Directors.

Section 5 Powers.

(a) The Board of Directors shall exercise all of the powers of the Corporation except those which by law may not be exercised by them and those which by these Bylaws are conferred upon or reserved to the Members of the Corporation. The Board of Directors may hire or retain, and fix the compensation of, such agents or employees as they may consider necessary to carry out the purposes of the Corporation.

(b) Action by the Board of Directors, except as otherwise required by law or by these Bylaws, shall be by majority vote of those Board members present and voting.

Section 6 Meetings.

Meetings of the Board of Directors may be held at such places and times as shall be determined from time to time by resolution of the Board of Directors or as called by the President with notice to all members of the Board.

Section 7 Quorum.

A majority of the elected Directors shall constitute a quorum of the Board of Directors for the transaction of business.

Section 8 Compensation.

Members of the Board of Directors, officers, and Members of the Corporation, ~~other than Honorary Members,~~ shall not receive compensation for their services to the Corporation, unless they are acting in a capacity for which a non-Member would normally be compensated. Such compensation shall not exceed the compensation which would normally be paid to a non-member. Members may receive reimbursement for authorized expenses incurred on behalf of the Corporation.

Article VII. Officers

Section 1 Officers.

The officers of the Corporation shall be the President, Vice-president, Treasurer, Secretary, and such other officers as are required for the execution of business. There may be two Co-Presidents instead of one President and one Vice-president. No two offices shall be held by the same person at the same time. The Vice-president (if any) and Secretary shall be appointed by the President or Co-Presidents from among the elected Directors and ratified by a majority of the Board of Directors at a meeting shortly after the Election Meeting. The Treasurer may but need not be a member of the board of Directors and shall be appointed by the President or Co-Presidents from among the VLOG ~~members~~-Members in good standing and ratified by a majority of the Board of Directors at a meeting shortly after the Election Meeting. Appointments shall be for the current fiscal year only, and must be announced at the next meeting of the Corporation.

Section 2 Other Officers and Agents.

The Board of Directors may appoint such other officers and agents as it may deem advisable, and they shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

Section 3 President.

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Members and the Board of Directors, if present thereat, and shall have general supervision, direction and control of the business of the Corporation. Insofar as the Board of Directors shall authorize the execution thereof, the President shall execute and acknowledge deeds, bonds, mortgages, notes, and other instruments and contracts on behalf of the Corporation. The President shall be an ex-officio member of all committees appointed by the Board of Directors.

The President shall vote in a Board of Directors meeting only in the case of a tie vote.

Section 4 Past President.

The immediate past President is entitled to remain on the Board as a voting member, serving at the pleasure of the Board of Directors.

Section 5 Vice-President.

The Vice-President shall be vested with all the powers and perform all the duties of the President when the President is absent. If two or more Vice-Presidents are appointed for the same term, they shall succeed to the powers and duties of the President in the President's absence, as aforesaid, in such order as shall be designated by the President as soon as possible after elections. A Vice-President shall also perform such duties as may be prescribed from time to time by the Board of Directors or the President.

Section 6 Secretary.

The Secretary shall give, or cause to be given, notice of all meetings of Members, and all other notices required by law or by these Bylaws. The Secretary shall record all the proceedings of the Corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 7 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors or the President.

(b) The Treasurer shall disburse the funds of the Corporation as authorized by The Board of Directors or the President. The Treasurer shall render to the President and the Board of Directors, whenever they may request it, an account of all transactions, and of the financial condition of the Corporation.

Article VIII. Committees

Section 1 Appointment.

The Board of Directors shall, from time to time, appoint committees to advise the Board and perform other functions. These committees include but shall not be limited to:

- (1) Membership Committee, described in Article II, Section 3;
- (2) Auditions Committee, described in Article ~~III~~V, Section 1; and
- (3) Nominating Committee, described in this Article VIII,- Section 2.;
- ~~(4) Forward Planning, Committees, described in this Article VII, Section 3; and~~
- ~~(5) Finance Committee, described in this Article VII, Section 4.~~

Section 2 Nominating Committee.

The Nominating Committee consists of three or more Members; none of whom is currently a candidate for the Board, who are responsible for recommending a slate of candidates for election to the Board of Directors, and reflecting the sense of the majority of the membership in making their recommendations. This Committee shall also be responsible for recommending replacements for members of the Board who resign before the expiration of their terms.

~~Section 3 — Forward Planning Committee.~~

~~The Forward Planning Committees is responsible for, but not limited to, making recommendations to the Board of shows, directors, and designers for future productions of the Corporation, up to five years in advance.~~

~~Section 4 — Finance Committee.~~

~~The Finance Committee is responsible for making timely and considered recommendations to the Board concerning the investment and use of funds.~~

~~Section 5~~Section 3 Terms.

Terms of office for committee chairpersons and members shall be set by the Board of Directors, pursuant to policies set by the Board.

Article IX. Notice or Waiver of Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box, addressed to the person entitled thereto at their last known post office address, or by e-mailing the notice to each Member at an e-mail address provided by the Member for that purpose, and such notice shall be deemed as having been given on the day of such mailing or e-mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by law. Whenever any notice is required to be given under the provisions ~~of~~ of any law, or under the provisions of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article X. Seal

The seal of the Corporation shall be in the form hereunto fixed.

Article XI. Amendments

These Bylaws may be amended by the affirmative vote of two-thirds of the Members entitled to vote and attending at any annual, special, or election meeting, if such notice of the proposed amendment(s) to be enacted be contained in the notice of such meeting.

Amended June 20, 2011 by affirmative vote of two-thirds of the Members in attendance at the Annual Election Meeting.

Further amended January 26, 2014, by affirmative vote of two-thirds of Members in attendance at the Annual Meeting.

Further amended June 27, 2015, by unanimous affirmative vote of Members in attendance at the Annual Election Meeting.