

BYLAWS OF
Danville Light Opera Company

d.b.a. DLO Musical Theatre

Adopted March 9, 2015

Amended May 17, 2021, April 11, 2022, and June 13, 2022

ARTICLE 1

Official and Assumed Names

1.1—*Official Name:* The official name of the organization, as set forth in its Articles of Incorporation, shall be Danville Light Opera Company, hereinafter called DLO.

1.2—*Assumed Name:* The organization may do business under the legally assumed corporate name DLO Musical Theatre.

ARTICLE 2

Mission and Vision

2.1—*Mission:* The mission of DLO shall be to produce live musical theatre entertainment that provides opportunities for artistic and creative expression, education, and community outreach for the enrichment of individuals and the communities in which they live. By embracing diversity as a value and a practice, we commit to inclusion that shall be fully expressed in our organizational culture, values, norms, and behaviors.

2.2—*Vision:* The vision of DLO shall be to bring an appreciation and understanding of musical theatre to the diverse communities it serves, without regard to age, disability status, economic circumstance, ethnicity, gender, race, religion, or sexual orientation.

ARTICLE 3

Nonprofit Status

DLO shall be strictly a nonprofit organization, its Articles of Incorporation having been filed under the General Not for Profit Corporation Act of the state of Illinois. Every effort shall be made to assure that the company meets all rules and regulations to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code. All income accrued by the company shall be used to defray the expenses of its productions or to otherwise enhance participation in, and appreciation of, musical theatre. No dividends shall at any time be paid to any of the members, and no salary shall be paid to any officer or member of the Board of Directors for services rendered in such capacity.

ARTICLE 4

Fiscal Year

The fiscal year of DLO shall extend from September 1 of each year to August 31 of the following year.

ARTICLE 5

Members

5.1—*Definition:* : A member shall be any person purchasing a season membership consisting of one (1) ticket to each of the season's productions or any person who completes a production as a cast member, crew member, or production staff member or the adult guardian of a cast or crew member in any show of the current season.

5.2—*Qualifications:* Membership shall be open to all persons, regardless of race, creed, color, age, sex, or sexual orientation.

5.3—*Privileges:* All adult members shall have voting privileges at the Annual Meeting.

5.4—*Annual Meeting:* The Directors shall call a meeting of all the members of the organization each year. Such meeting shall be held concurrently with the spring DLO production, and attendance at any performance of said production shall constitute attendance at the Annual Meeting. The purpose of said meeting shall be to fill expiring seats on the Board of Directors. Notice of the meeting shall consist, at a minimum, of an announcement on the company's website, an announcement via email to members, and an announcement from the stage and/or in

the program booklet at the spring production. In addition, a provision shall be made by the Directors to allow for members to vote online for the duration of the spring DLO production weekend. Notification and instructions for online voting shall go out the Sunday prior to the spring production. A quorum for the Annual Meeting shall be ten (10) members.

ARTICLE 6

Directors

6.1—*Definition:* Wherever reference is made to “Director(s)” (with a capital “D”) within these bylaws, it shall mean “member(s) of the Board of Directors.”

6.2—*Number and Terms:* DLO shall be governed by a sixteen-member (16-member) Board of Directors, to which five (5) shall be elected each year for a term of three (3) years. The sixteenth member of the Board of Directors, who is a nonelected member, shall consist collectively of the past Presidents of DLO not currently serving terms to which they have been elected or appointed. All Directors shall begin their terms July 1 following their election.

6.3—*Qualifications:* To be eligible for election or appointment to the Board of Directors, a person must be at least eighteen (18) years of age and have been a member of DLO for at least one (1) season.

6.4—*Nominations:* At least two (2) months before the Annual Meeting, the Board of Directors shall nominate ten (10) persons to fill the five (5) seats on the Board that will expire June 30 of the current year. Directors whose terms will be expiring shall be nominated if they again wish to be candidates for the Board.

6.5—*Election:* The fifteen (15) elected Directors shall be chosen by secret ballot, each adult member present at the Annual Meeting being entitled to one (1) vote per vacancy. Should any member vote for fewer than five (5) candidates, those voted for shall receive one (1) vote each. Should any member vote for more than five (5) candidates, that member’s ballot shall be deemed void. Voting by proxy shall not be permitted.

6.6—*Attendance at Meetings:* Elected or appointed Directors are expected to attend all monthly meetings, special board meetings, and the Annual Meeting. Attendance at a meeting will be counted if a Director attends at least one (1) hour of the meeting. Should an elected or appointed Director be absent from three (3) consecutive regular board meetings without excused absence granted by the President or be absent from thirty-three (33) percent of all regular board meetings

within a twelve-month (12-month) period, said Director shall be in violation of the attendance requirement and shall be subject to removal from the Board.

6.7—*Succession:* Directors may succeed themselves.

6.8—*Removal from the Board:* Any Director may be removed by a two-thirds (2/3) majority vote of all the Directors whenever in the Board's judgment the best interests of DLO would be served.

6.9—*Vacancies:* Any vacancy on the Board shall be filled, within a reasonable time, by simple majority vote of the remaining Directors. Any person appointed to fill a vacancy shall serve until the end of the term of the Director being replaced.

6.10—*Upon Leaving the Board:* Immediately upon the termination of service on the Board, a Director shall transfer to his or her successor or to the Secretary complete information regarding all duties carried out by the Director, together with all files, records, and other property pertaining to those duties.

ARTICLE 7

Officers

7.1—*Designation and Terms:* The officers of DLO shall be President, Vice President, Secretary, and Treasurer and such other officers as the Directors may from time to time designate. Every officer shall serve for a term of one (1) year.

7.2—*Qualifications:* The officers shall be chosen by the Board from the fifteen (15) elected or appointed Directors. No person shall be eligible for election to the office of President or Treasurer without having served on the Board for at least one (1) year.

7.3—*Nomination:* The Board shall nominate candidates for President, Vice President, Secretary, and Treasurer from among the eligible Directors at the first regular meeting following the election of Directors. Nominations for assistants and other officers may be made as needed at any regular Board meeting.

7.4—*Election:* Officers shall be elected by simple majority vote of the Directors present at a regular meeting not more than two (2) months after the election of said Directors by the members.

7.5—*Duties:* The duties of the officers of DLO shall be as defined in the most recent Board-approved version of the manual titled *DLO Policies & Procedures* and as otherwise specified within these bylaws.

7.6—**Succession:** Officers may succeed themselves.

7.7—**Removal from Office:** Any officer may be removed by a two-thirds (2/3) majority vote of all the Directors whenever in the Board’s judgment the best interests of DLO would be served.

7.8—**Vacancies:** Any vacancy among the officers shall be filled by simple majority vote of the Directors within a reasonable time. Any person appointed to fill a vacancy shall serve until the end of the term of the officer being replaced.

7.9—**Upon Leaving Office:** Immediately upon the termination of an officer’s service, the officer shall transfer to his or her successor or to the Secretary complete information regarding all duties carried out by the officer, together with all files, records, and other property pertaining to those duties.

ARTICLE 8

Executive Committee

8.1—**Composition:** The officers of DLO shall constitute the Executive Committee.

8.2—**Duties:** The Executive Committee shall have authority to act on behalf of the Board of Directors in urgent situations for which calling a meeting of the Board would be impossible or impractical. The Executive Committee shall have such other authority as the Board may from time to time delegate to it.

8.3—**Quorum:** At any meeting of the Executive Committee, three (3) shall constitute a quorum.

ARTICLE 9

Board Meetings

9.1—**Regular Board Meetings:** The Board shall meet monthly at a consistent day, time, and place determined by the Directors at the June meeting each year. At least two (2) days before each meeting, the President or Secretary shall provide each Director with the agenda for the meeting. Such agenda may be sent by electronic means.

9.2—**Special Board Meetings:** Special meetings may be called by the President or by any three (3) Directors. The person or persons calling the meeting shall designate the purpose, date, time,

and place of said meeting and notify the Directors at least three (3) days before the meeting. Such notification may be made by electronic means.

9.3—*Waiver of Notice:* Any Director entitled to notice of any meeting may waive such notice, and any Director attending a meeting shall thereby automatically waive notice unless he or she specifically objects, in which case the Director may demand that the meeting be rescheduled and may insist that the meeting not be held sooner than three (3) days following.

9.4—*Quorum:* At any meeting of Directors, nine (9) shall constitute a quorum.

9.5—*Parliamentary Procedure:* The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall determine the parliamentary procedure at all meetings of the Board of Directors wherever they are applicable and not inconsistent with these bylaws or special rules of order adopted by the organization. However, these rules may be applied informally unless a Director objects.

9.6—*Powers:* The Board of Directors shall have all powers herein specified and shall have all other powers connected with management and operation of the organization except those specifically denied to it or specifically granted to others.

9.7—*Voting:* On any issue before the Board, each elected or appointed Director present shall have one (1) vote. The nonelected past Presidents in attendance shall have one (1) collective vote. Should the past Presidents be unable to reach a majority decision among themselves as to their vote, the vote of the sixteenth member shall not be counted.

9.8—*Guests:* The Directors may, at their discretion, invite committee chairpersons, show directors, and other persons to meet with said Directors, but such persons shall have no vote and shall have no right to speak or debate except upon invitation.

ARTICLE 10

Board Committees

10.1—*Determination and Appointment:* The Board of Directors shall determine various committees to be chosen. Unless the Directors shall designate otherwise, the President shall appoint a Director as the chairperson of each committee, by and with the consent of the Board, and the chairperson, by and with the consent of the President, shall select the other members of the committee.

10.2—*Qualifications:* Committee members, except chairpersons, need not be members of DLO or the Board of Directors.

10.3—*Ex-officio Member:* The President or Vice President shall serve as an ex-officio member of every committee with no voting rights except to break a tie vote of the members present.

10.4—*Voting:* Every member present at a meeting of a committee, including the chairperson but excluding the President or Vice President, shall have one (1) vote.

10.5—*Duties:* The duties of DLO committees shall be as defined in the most recent Board-approved version of the manual titled *DLO Policies & Procedures* and as otherwise specified within these bylaws.

ARTICLE 11

Mainstage Show and Director Selection

11.1—*Show Selection:* The Show and Director Selection Committee shall review various mainstage musicals available for production. At a meeting of the Board of Directors at least two (2) months before the spring production of the current season, the committee shall recommend the next season's mainstage shows. The committee shall also recommend when and where each show should be presented. If so charged, the committee may make recommendations for the next two (2) upcoming seasons. Final approval shall rest with the Board of Directors.

11.2—*Director Selection:* The committee may also solicit applications from potential directors, review the applications, interview the applicants, and make recommendations to the Board regarding the applicants.

ARTICLE 12

Production of Mainstage Show

12.1—*Liaison with Licensing Agency:* The Treasurer shall serve as liaison with the licensing agency of each show, providing said agency with accurate information about DLO's proposed production. Board approval of the licensing agency's terms shall constitute authority for the Treasurer to enter into an agreement on behalf of DLO with the agency for production of the show. The Treasurer shall provide copies of pertinent parts of said agreement to committee chairpersons and others who may need specific information to assure compliance with the agreement.

12.2—*Production Staff*: The Board of Directors shall approve a director, music director, choreographer, producer, stage manager, rehearsal pianist, and board liaison. If qualified, a staff member may serve in more than one capacity. The duties of the production staff shall be as defined in the most recent Board-approved version of the manual titled *DLO Policies & Procedures* and as otherwise specified within these bylaws.

12.3—*Show Budget*: Within a reasonable time after Board approval of the production staff, the director, music director, choreographer, producer, and board liaison shall meet with the Treasurer to establish a budget specific to the show to be produced. The Treasurer shall present said budget to the Board for approval. No officer, production staff member, or committee chairperson may incur any expenditures or indebtedness in excess of the amounts budgeted without specific authorization from the Board of Directors, which shall have full power to amend the budget at any time. Should any member of the production staff request that funds within the budget be moved from one category to another without affecting the total budget, the board liaison, after consultation with the President or the Treasurer, shall have authority to approve or refuse such transfer, either in whole or in part.

12.4—*Audition Dates, Procedures, and Requirements*: The Board shall set the audition dates for each show and shall have the right to establish audition procedures. Persons are not required to be members of DLO to audition.

12.5—*Number, Dates, Times, and Locations of Performances*: The Board shall determine the number, dates, times, and locations of performances.

12.6—*Liaison with Performance Venues*: The President shall serve as liaison with the performance venue for each show to assure availability for move-in, rehearsals, performances, and move-out. Board approval of the venue's terms shall constitute authority for the President to enter into an agreement on behalf of DLO with the venue. Venues are to be contracted for as far in advance as possible.

12.7—*Casting*

12.7.1—*Composition of Committee*: Casting shall be done by a committee consisting of the director, the music director, and the choreographer, with the advice of the President or other person approved by the Board. If one director serves in more than one capacity—for example, as both director and music director—then the casting committee shall consist of that director, the remaining director, and the President or other person approved by the Board.

12.7.2—*Duties of the Committee:* The committee shall carry out its duties according to the most recent Board-approved version of the manual titled *DLO Policies & Procedures*.

12.7.3—*Casting Restrictions:* The President, director, music director, choreographer, producer, and stage manager shall not be eligible to be members of the cast without the express permission of the Board of Directors.

12.7.4—*Parental Permission—*The Board shall have the right to require parental permission for participation by persons under eighteen (18) years of age.

12.7.5—*Decisions Final:* The decisions of the casting committee, reached by a majority thereof, shall be final and not subject to review by the Board of Directors unless the Directors believe that the procedures in the most recent Board-approved version of the manual titled *DLO Policies & Procedures* were not followed.

12.8—*Requirements for Cast Members:* Anyone accepting a role in a DLO mainstage production shall either be a season member of the organization or pay a nonrefundable participation fee, the amount of which shall be determined by the Board. Additionally, every cast member shall pay a security deposit for dialog and/or music material issued to him or her, and such fee shall be refunded upon return of said material in acceptable condition. Other requirements of cast members shall be as described in the most recent Board-approved version of the manual titled *DLO Policies & Procedures*.

ARTICLE 13

Youth Musical

13.1—*Director Selection:* The Board shall solicit applications from potential directors, review the applications, interview the applicants, and appoint the director of the Youth Musical.

13.2—*Show Selection:* The director of the Youth Musical shall review appropriate musicals available for production and recommend one or more to the Board. At a meeting at least three (3) months before the production date, the Board shall choose a show.

13.3—*Production:* The provisions in Article 12 of these bylaws shall apply also to the Youth Musical.

ARTICLE 14

Insurance

DLO shall at all times keep in force insurance to indemnify the organization against liability from damage to owned, rented, or leased facilities and from injuries to, or death of, members of the cast, crew, and audience. Upon request, DLO shall provide any rented or leased facility with a certificate of insurance verifying such coverage. In addition, the organization shall carry Directors and Officers (D&O) insurance to protect its Directors from liability in the performance of their duties.

ARTICLE 15

Finance

All funds of DLO shall be kept in such banks as the Directors may designate as depositories.

15.1—*Checking Account:* All funds received shall immediately be deposited by the Treasurer in the depository designated for this purpose, and all deposits and payments shall be recorded and accounted for. No disbursements shall be made except such as are designated by the Board of Directors. However, such designation and authorization may, in the discretion of the Directors, be general rather than specific. Checks are to be signed by, or electronic funds transfers are to be authorized by, the President, Vice President, Secretary, or Treasurer.

15.2—*Savings/Investment Accounts:* Upon authorization from the Board of Directors, funds shall immediately be deposited by the Treasurer in the depository or depositories designated for this purpose. No withdrawals from such accounts may be made except such as are specifically designated by the Board of Directors. Withdrawals from savings/investment accounts shall require the signatures of two (2) officers, at least one (1) of whom shall be the President or the Treasurer.

ARTICLE 16

Amendment Procedure

These bylaws may be amended or repealed and new bylaws adopted by the Board of Directors following a two-thirds (2/3) majority vote of all the Directors at two (2) consecutive regular meetings. At least three (3) days before said meetings, all Directors shall be notified of the intent to amend or replace the bylaws. The amendment(s) or new bylaws shall become effective immediately following the second regular meeting. A copy of the amended or new bylaws, in full, shall be provided to all Directors by the next regular meeting.

ARTICLE 17

Dissolution of the Organization

17.1—*Procedure*: DLO may be dissolved by the Board of Directors following a two-thirds (2/3) majority vote of all the Directors at two (2) consecutive regular meetings.

17.2—*Distribution of Assets*: Upon dissolution of the organization, all assets shall be distributed, in the manner determined by the Board, to support the arts for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Among others, recipients may include other nonprofit arts organizations and local school and community college districts.

AMENDMENTS

May 17, 2021

The following paragraphs have been added to **Article 5: Members**:

5.5—*Youth Theatre*: No membership or fees shall be required for participation in youth theatre programs.

5.6—*Education and Auditions*: No membership shall be required to participate in any training, seminar, or clinic conducted for educational purposes or to audition for any production.

AMENDMENTS

April 11, 2022

The following amendments have been made to **Article 5: Members**:

Original wording

5.1—*Definition*: A member shall be any person purchasing a season membership consisting of one (1) ticket to each of the season's productions.

Amended wording

5.1—*Definition:* A member shall be any person purchasing a season membership consisting of one (1) ticket to each of the season’s productions or any person who completes a production as a cast member, crew member, or production staff member or the adult guardian of a cast or crew member in any show of the current season.

Original wording

5.3—*Privileges:* All members shall be entitled to attend any and all musical or other presentations of DLO without payment of any additional fee or charge, as well as the Annual Meeting of members. Only adult members shall have voting privileges at the Annual Meeting.

Amended wording

5.3—*Privileges:* All adult members shall have voting privileges at the Annual Meeting.

Original wording

5.4—*Annual Meeting:* The Directors shall call a meeting of all the members of the organization each year. Such meeting shall be held concurrently with the spring DLO production, and attendance at any performance of said production shall constitute attendance at the Annual Meeting. The purpose of said meeting shall be to fill expiring seats on the Board of Directors. Notice of the meeting shall consist, at a minimum, of an announcement in the company’s newsletter, an announcement on the company’s website, and an announcement from the stage and/or in the program booklet at the spring production. A quorum for the Annual Meeting shall be ten (10) members.

Amended wording

5.4—*Annual Meeting:* The Directors shall call a meeting of all the members of the organization each year. Such meeting shall be held concurrently with the spring DLO production, and attendance at any performance of said production shall constitute attendance at the Annual Meeting. The purpose of said meeting shall be to fill expiring seats on the Board of Directors. Notice of the meeting shall consist, at a minimum, of an announcement on the company’s website, an announcement via email to members, and an announcement from the stage and/or in the program booklet at the spring production. In addition, a provision shall be made by the Directors to allow for members to vote online for the duration of the spring DLO production weekend. Notification and instructions for online voting shall go out the Sunday prior to the spring production. A quorum for the Annual Meeting shall be ten (10) members.

AMENDMENTS

June 13, 2022

The following amendments have been made to **Article 6: Directors**:

Original wording

6.2—*Number and Terms*: DLO shall be governed by a thirteen-member (13-member) Board of Directors, to which four (4) shall be elected each year for a term of three (3) years. The thirteenth member of the Board of Directors, who is a nonelected member, shall consist collectively of the past Presidents of DLO not currently serving terms to which they have been elected or appointed. All Directors shall begin their terms July 1 following their election.

Amended wording

6.2—*Number and Terms*: DLO shall be governed by a sixteen-member (16-member) Board of Directors, to which five (5) shall be elected each year for a term of three (3) years. The sixteenth member of the Board of Directors, who is a nonelected member, shall consist collectively of the past Presidents of DLO not currently serving terms to which they have been elected or appointed. All Directors shall begin their terms July 1 following their election.

Original wording

6.4—*Nominations*: At least two (2) months before the Annual Meeting, the Board of Directors shall nominate eight (8) persons to fill the four (4) seats on the Board that will expire June 30 of the current year. Directors whose terms will be expiring shall be nominated if they again wish to be candidates for the Board.

Amended wording

6.4—*Nominations*: At least two (2) months before the Annual Meeting, the Board of Directors shall nominate ten (10) persons to fill the five (5) seats on the Board that will expire June 30 of the current year. Directors whose terms will be expiring shall be nominated if they again wish to be candidates for the Board.

Original wording

6.5—*Election*: The twelve (12) elected Directors shall be chosen by secret ballot, each adult member present at the Annual Meeting being entitled to one (1) vote per vacancy. Should any member vote for fewer than four (4) candidates, those voted for shall receive one (1) vote each. Should any member vote for more than four (4) candidates, that member's ballot shall be deemed void. Voting by proxy shall not be permitted.

Amended wording

6.5—Election: The fifteen (15) elected Directors shall be chosen by secret ballot, each adult member present at the Annual Meeting being entitled to one (1) vote per vacancy. Should any member vote for fewer than five (5) candidates, those voted for shall receive one (1) vote each. Should any member vote for more than five (5) candidates, that member's ballot shall be deemed void. Voting by proxy shall not be permitted.

The following amendment has been made to **Article 7: Officers:**

Original wording

7.2—Qualifications: The officers shall be chosen by the Board from the twelve (12) elected or appointed Directors. No person shall be eligible for election to the office of President or Treasurer without having served on the Board for at least one (1) year.

Amended wording

7.2—Qualifications: The officers shall be chosen by the Board from the fifteen (15) elected or appointed Directors. No person shall be eligible for election to the office of President or Treasurer without having served on the Board for at least one (1) year.

The following amendments have been made to **Article 9: Board Meetings:**

Original wording

9.4—Quorum: At any meeting of Directors, seven (7) shall constitute a quorum.

Amended wording

9.4—Quorum: At any meeting of Directors, nine (9) shall constitute a quorum.

Original wording

9.7—Voting: On any issue before the Board, each elected or appointed Director present shall have one (1) vote. The nonelected past Presidents in attendance shall have one (1) collective vote. Should the past Presidents be unable to reach a majority decision among themselves as to their vote, the vote of the thirteenth member shall not be counted.

Amended wording

9.7—Voting: On any issue before the Board, each elected or appointed Director present shall have one (1) vote. The nonelected past Presidents in attendance shall have one (1) collective vote. Should the past Presidents be unable to reach a majority decision among themselves as to their vote, the vote of the sixteenth member shall not be counted.