

**Bylaws of the  
Strand Theatre Preservation Society**

**Article I – Name**

The name of the Corporation shall be The Strand Theatre Preservation Society.

**Article II – Objective**

The objectives of this Corporation are to seek out and develop means to revitalize the operation of the Strand Theatre for the purpose of bringing social, cultural and economic growth to the community, to carry on such lawful business which is calculated directly to promote the foregoing purpose, to have and exercise all rights, powers, and privileges which are now or may hereafter be conferred by the laws of the State of West Virginia upon non-profit corporations and provide such activities for the exempt organization under the appropriate provisions of the Internal Revenue Code.

**Article III – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the by-laws and special rules of order the Society may adopt.

**Article IV Board of Directors**

- Section 1      The property, affairs and business of the Corporation shall be managed and directed by the Board of Directors.
- Section 2      Any interested person, regardless of place of residence, may be a member of this corporation by exhibiting an interest in the Strand Theatre and a willingness to work through the committees created by the Board of Directors.
- Section 3      The Board of Directors shall consist of a minimum of nine (9) directors and a maximum of fifteen (15) directors.
- Section 4      Names of prospective board members may be presented at any regular board meeting. Notification of a successful prospect’s nomination for membership will be sent out in the form of a letter or e-mail to members of the Board to be acted upon at the next regularly scheduled board meeting. A vacancy can be filled by a two-thirds (2/3) majority vote of the Board membership present at a regularly scheduled Board meeting after notification of the Board in the form of a letter or e-mail by the secretary.
- Section 5      **Resignation of a Director** – Any member of the Board of Directors may resign by delivering a written letter of resignation to the secretary, effective immediately. Members of the Board of Directors are encouraged to resign and become an Associate Board Members if they have missed, without sufficient reason, fifty percent of the board meetings in any one year.
- Section 6      **Removal of a Director** – A director may be removed from the Board of Directors by a two-thirds (2/3) majority vote of those board members present for reasons of an egregious nature. Any such action will follow the procedures described in Robert’s Rules of Order Newly Revised.
- Section 7      **Associate Director** – There shall be a category of membership entitled Associate Director. This is an honorary position that acts in an advisory capacity.

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**Article V – Officers of the Board of Directors**

- Section 1 **Elected Officers** – The Elected officers of the Corporation shall be the President, Vice-President, Treasurer, and Secretary. They are elected to a one (1) year term of office beginning on January 1 of the ensuing year or until their successors are elected.
- Section 2 **Election of Officers** – A three (3) member Nominating Committee shall be appointed by the President at the October Board of Directors meeting. The Committee will present a slate of officers at the November meeting and at the December meeting the names will be formally presented to the members of the Board along with any nominees from the floor. A simple majority will elect an officer and the duly elected officers shall begin serving on January of the ensuing year.
- Section 3 **Duties of Officers**
- President** – The President shall preside at all meetings of the Corporation and the Board of Directors. The president shall appoint all committees and perform such duties that usually pertain to that office. The President shall be an ex-officio member of all committees except the nominating committee.
- Vice-President** – The Vice-President shall have the duty of being familiar with the Corporate affairs of the Strand Theatre Preservation Society. The Vice President shall work under and in co-operation with the President. When the President is unable to preside at a meeting of the Corporation or the Board of Directors, the Vice-President will preside. In the event that a vacancy occurs in the Office of the President, the Vice-President shall assume that office for the remainder of the President’s term.
- Treasurer** – The treasurer shall have custody of all corporate funds, accounting for the same at the monthly meetings or any other time as demanded by the Board of Directors or the President. The treasurer shall also perform all other duties as they pertain to the office. Upon exiting the office, the past treasurer shall turn over to the incoming treasurer or the Board of Directors all financial records and any corporate property.
- Secretary** – The secretary shall keep a correct record of all proceedings of the meetings of the Board of Directors and the Executive Committee. The Secretary shall conduct all correspondence of the organization except when otherwise provided.

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**Article VI – Committees**

Section 1 **Committees**

**Executive Committee** – The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary. They shall consider all matters referred to them by the Board of Directors as well as any urgent business that arises during the interim between board meetings. During this interim period between board meetings they are empowered to make essential decisions or take any timely action. Action taken by the Executive Committee shall only be things that cannot wait until the next regular meeting. All sections or decisions made by the Executive Committee must be referred to the Board at the next regular meeting.

**Fundraising Committee** – The Fundraising Committee shall consist of board members assigned by the President and non-board member volunteers. They shall generate a flow a revenue that can be used for general operation of the theatre with at least one fundraiser per fiscal quarter. The committee shall organize fundraisers, solicit potential sponsors for events, pursue external revenue sources, and maintain an active Friends of the Strand campaign.

**Programming Committee** – The Programming Committee shall consist of board members assigned by the President and non-board member volunteers. They shall promote varied visual and performing arts opportunities for the community through classes, performances, and other events. The committee shall plan events, promote all events at the theatre with appropriate advertising and publicity, maintain an active calendar of events, and organize volunteers for tasks associated with events.

**Grounds and Safety Committee** – The Grounds and Safety Committee shall consist of board members assigned by the President and non-board member volunteers. They shall maintain a clean and safe environment for employees, patrons, performers, and volunteers to enjoy a rich artistic experience. The committee shall supervise general maintenance of buildings and grounds, solicit estimates for proposed renovations and construction, solicit board member and volunteer workers to assist with renovations, organize individuals to maintain yard work and snow removal, and identify and remedy safety concerns.

**Nominating Committee** – A three (3) member Nominating Committee shall be appointed by the President at the October Board of Directors meeting. The Committee will present a slate of officers at the November meeting and at the December meeting the names will be formally presented to the members of the Board along with any nominees from the floor. A simple majority will elect an officer and the duly elected officers shall begin serving on January of the ensuing year.

**Bylaw Committee** - A committee of at least three (3) members shall be appointed by the President. The committee shall review and update bylaws as deemed necessary by the Board of Directors. The committee must provide written notification of the proposed changes to each board member one (1) week prior to voting on said changes.

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**Article VII - Meetings**

- Section 1 **Meetings of the Board of Directors** – Regular meetings are to be held on the third week of each month. The day, time and location are to be determined by a majority vote of the Board of Directors.
- Section 2 **Quorum** – A simple majority of the membership of the Board of Directors is necessary in order to transact any business at any regularly or special meeting called by the President, The Board of Directors or the Executive Committee.
- Section 3 **Annual Meeting** – The February Board of Directors meeting will be designated as the Annual Meeting and be open to all members of Friends of the Strand. Voting is reserved to the members of the Board of Directors.
- Section 4 **Absentee Voting** – Absentee voting will be permitted when a motion is made to amend the bylaws, in the event of an election of officers, in the event of an election of new board members, in the event of the removal of a board member and for any other issue the Board deems appropriate for the use of absentee voting. Absentee votes must be submitted to the Board Secretary prior to the monthly meeting and can be done so via signed email or signed letter.

**VIII – Operational Year**

The operational year of this corporation shall be the fiscal year beginning January 1 and ending on December 31.

**IX – Disposition of Assets**

In the event of dissolution of the corporation, all assets shall be distributed according to the Articles of Incorporation filed December 4, 2000 with the Office of the Secretary of State of West Virginia.

**X – Amendments**

These bylaws may be amended at any regular scheduled Board of Directors meeting by a two-thirds (2/3) majority affirmative vote of those present, provided written notification of the proposed changes is given to each board member one (1) week prior to said meeting. Absentee voting is permitted for amendments to the by-laws. All amendments must be in compliance with the Articles of Incorporation of the Society.

**Bylaws Amended**

- September 19, 2002
- June 17, 2003
- July 20, 2004
- December 16, 2014
- May 15, 2018
- May 21, 2019
- May 18, 2021