

Bylaws of
Lyrical Opera Theater
A Utah Nonprofit Corporation
Organized Under the Utah Revised Nonprofit Corporation Act
Adopted May 8, 2017

The name of the organization is **Lyrical Opera Theater**. The Corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Corporation is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

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ARTICLE 1—PURPOSES

- 1.1 The Corporation has been organized: To further the art of opera; To promote professional growth, education and development of operatic artists by providing programs that encourage and support performance; To promote and support opera and opera education in the community; To promote public awareness of the value of opera education for all individuals.
- 1.2 The Corporation may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable and educational purposes.
- 1.3 The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or a corporation under the Utah Nonprofit Corporation Act.
- 1.4 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute, dispose of or transfer all of the assets of the Corporation in such manner, or to such organization or organizations which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or in any other manner consistent with applicable law, as the Board of Directors shall, in its sole discretion, determine. No Director, or officer of the Corporation or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

ARTICLE 2—MEMBERSHIP, STOCKHOLDERS

- 2.1 Members, Stockholders: The Corporation shall have neither members nor stockholders, and shall not issue any shares of stock which evidence or claim to evidence that the holder thereof has a membership or ownership interest in the organization or interests in or other rights to its property, whether real or personal.

ARTICLE 3—BOARD OF DIRECTORS

- 3.1 General Powers: As provided in Section 16 6a 801 of the Act, all corporate powers management and control of the affairs of the Corporation shall be vested in its Board of Directors. Notwithstanding any other provision of these Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.
- 3.2 Number of Directors: The Board shall consist of no less than three (3) nor more than fifteen (15) Directors.
- 3.3 Election and Term of Office: The directors shall be elected at the annual meeting by the affirmative vote of the majority of the Board of Directors. Each director shall serve a term of three years or until a successor has been elected and qualified. Upon recommendation of a qualified candidate, temporary directors may be elected during the fiscal year in situations such as company growth, vacancy, health, misappropriation of funds and refusal to do duties until the annual meeting when they are elected to permanently fill the regular term of service of three years at which time the regular term will commence. Fulfilling an incomplete term is not considered part of the term limit.
- 3.4 Quorum: A majority of directors shall constitute a quorum.

- 3.5 Adverse Interest: In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.
- 3.6 Removal/Vacancies: A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.
- 3.7 Committees: To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE 4—OFFICERS

- 4.1 Number: The officers shall be a President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices.
- 4.2 Election and Term of Office: The officers shall be elected at the annual meeting by the affirmative vote of the majority of the Board of Directors. Each officer shall serve a term of three years or until a successor has been elected and qualified. Upon recommendation of a qualified candidate, temporary officers may be elected during the fiscal year in situations such as company growth, vacancy, health, misappropriation of funds and refusal to do duties until the annual meeting when they are elected to permanently fill the regular term of service of three years at which time the regular term will commence. Fulfilling an incomplete term is not considered part of the term limit.
- 4.3 Removal or Vacancy: The Board of Directors shall have the power to remove an officer or agent of the Corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.
- 4.4 President: The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- 4.5 Vice-President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President.
- 4.6 Secretary: The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the Corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- 4.7 Treasurer: The Treasurer shall have custody of and be responsible for all funds and securities of the Corporation, receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws.

ARTICLE 5—PROCEDURE

- 5.1 Place of Meetings: Meetings shall be held at the time and place designated by the Board of Directors from time to time. Officers may permit any or all Officers to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Officers participating may hear each other during the meeting. An Officer participating in a meeting by this means is considered present in person at the meeting.

- 5.2 **Annual Meeting:** An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
- 5.3 **Regular Meetings:** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.
- 5.4 **Special Meetings:** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.
- 5.5 **Notice:** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given to all Directors at least 10 days prior to the meeting. Notice of the time and place of each meeting shall be (i) mailed by United States first class mail, or (ii) facsimile or (iii) emailed to each Board at such Board's email address as it appears on the books and records of the Corporation, or (iv) otherwise delivered to each Board at such Board's residence or usual place of business, or (v) delivered personally to each Board at such place immediately before such notice is to be sent in a fair and reasonable manner prior to the meeting.
- 5.6 **Quorum:** A majority of members shall constitute a quorum a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if withdrawal of some directors results in representation of less than a quorum.
- 5.7 **Voting:** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.
- 5.8 **Informal Action:** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

ARTICLE 6—ADMINISTRATION

- 6.1 **Fiscal Year:** The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise established by the Board.
- 6.2 **Books & Records:** The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered office the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.
- 6.3 **Contracts:** The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

- 6.4 Loans: The Board shall have full power and authority to authorize the Corporation to borrow money whenever the Board, by resolution, determines that borrowing is in the general interests of the Corporation. The Board may authorize the proper officers of the Corporation to make, execute and deliver in the name and on behalf of the Corporation such notes, bonds and other evidences of indebtedness as the Board deems proper.
- 6.5 Checks and Drafts: All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.
- 6.6 Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 7—MISCELLANEOUS

- 7.1 Offices: The Principal office of the Corporation shall be located at 7903 Palladium Drive, West Jordan, UT 84088 or at any other place as may be designated in the most recent document on file with the Utah Department of Commerce, Division of Corporations and Commercial Code, providing information regarding the principal office of the Corporation. The Corporation may also have offices at such other places within the State of Utah as its business and activities may require and as the Board may, from time to time, designate. The Corporation shall maintain at its principal office a copy of such corporate records as may be required by Section 16 16a 1601 of the Utah Revised Nonprofit Corporation Act.
- 7.2 Indemnification: Any director or officer who is involved in litigation by reason of his or her position as a director or officer of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights).
- 7.3 Amendment: The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.
- 7.4 Dissolution: The Corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose.
- 7.5 Corporate Seal; Execution of Instruments: The Corporation shall not have a corporate seal. All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.
- 7.6 Severability: If any provision of these Bylaws shall be held to be invalid, illegal or unenforceable for any reason, the remaining provisions of these Bylaws shall not be affected or impaired thereby, but shall, to the fullest extent possible, be construed so as to give effect to the intent of these Bylaws that each party covered hereby is entitled to the fullest protection permitted by law.

ARTICLE 8—CONFLICT OF INTEREST POLICY

- 8.1 Purpose: The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Directors that might result in a possible excess benefit transaction. This policy is intended

to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

- 8.2 **Definition:** An Interested Person shall be defined as any Director, Principal Officer, or member of a committee with governing powers, who has a direct or indirect financial interest. Financial Interest shall be defined as a person who has directly or indirectly through business investment, or family: (a) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate governing committee decides that a conflict of interest exists.
- 8.3 **Procedures:** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall exercise due diligence in determining whether a conflict of interest exists before rendering a decision. The basis for each decision subject to this policy shall be fully documented, including (a) the terms of the approved transaction and the date approved, (b) the members of the decision-making body who were present during debate on the transaction and those who voted on it, (c) the decision made by each individual who voted (d) any actions by a member of the decision-making body having a conflict of interest.
- 8.4 **Compensation:** In matters of compensation, no board member or officer may receive compensation from the Corporation which exceeds the value of the services provided for such compensation. In any other transaction, no board member or officer may receive economic benefits which exceed the consideration provided for such transaction. An officer or member of a governing body who receives compensation, directly or indirectly from the Corporation for services rendered is precluded from voting on matters pertaining to that officer or member's compensation.
- 8.5 **Periodic Reviews:** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted to determine whether compensation arrangements and benefits are reasonable.

CERTIFICATION:

Lynnette Owens, President of Lyrical Opera Theater, Jessica Pugmire, Vice President and Christopher Arbizu, Secretary of Lyrical Opera Theater certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 8, 2017.

Lynnette Owens, President

Jessica Pugmire, Vice-President/Treasurer

Christopher Arbizu, Secretary

View signed last page below.

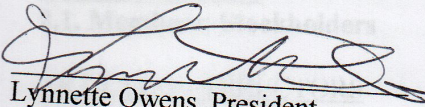
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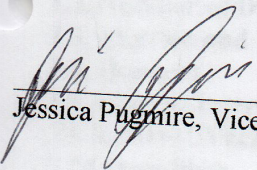
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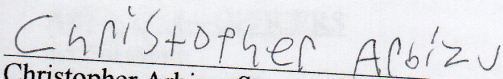
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Lynnette Owens, President


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Christopher Arbizu, Secretary

ARTICLE 6 - ADMINISTRATION

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ARTICLE 7 - MISCELLANEOUS

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