

11/05/2009

Ordinance

236-2009

ORDINANCE NO. 236 -2009

AN ORDINANCE ENACTING ARTICLE XXI OF CHAPTER 2 OF THE CODE OF ORDINANCES TO AUTHORIZE THE ORGANIZATION OF A NON-PROFIT KENTUCKY CORPORATION TO BE CALLED THE "LYRIC THEATRE AND CULTURAL ARTS CENTER CORPORATION" FOR THE PURPOSE OF OVERSEEING THE MANAGEMENT OF AND PROGRAMMING FOR THE LYRIC THEATRE AND ANY AND ALL OTHER APPROPRIATE PURPOSES; PROVIDING THAT THE CORPORATION SHALL CONSIST OF FIFTEEN (15) APPOINTED MEMBERS AND SHALL HAVE ALL THE POWERS CONFERRED UPON A CORPORATION ORGANIZED UNDER CHAPTER 273 OF THE KENTUCKY REVISED STATUTES DEALING WITH NON-STOCK NON PROFIT CORPORATIONS, INCLUDING ALL POWERS NECESSARY AND PROPER TO FULFILL AND FURTHER THE PURPOSE OF SAID CORPORATION; AUTHORIZING THE MAYOR OR HIS DESIGNEES TO SERVE AS INCORPORATORS; AND AUTHORIZING THE SUBMISSION OF AN APPLICATION FOR TAX EXEMPT STATUS TO THE INTERNAL REVENUE SERVICE.

BE IT ORDAINED BY THE COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT:

Section 1 – That Article XXI of Chapter 2 of the Code of Ordinances be and hereby is enacted to read as follows:

Section 2-267 Organization.

- (1) That the Mayor or his designee(s) are hereby authorized and requested to serve as incorporators for and to organize a non-profit non-stock Kentucky corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes, to be named "Lyric Theatre and Cultural Arts Center Corporation" and hereinafter referred to as "Corporation."
- (2) The corporation is organized for the purposes of overseeing the management of and programming for the Lyric and any and all other appropriate purposes.
- (3) The corporation shall possess all the powers conferred upon a corporation organized under chapter 273 of the Kentucky Revised Statutes dealing with non-profit non-stock corporations and shall have all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the corporation.
- (4) The corporation shall have the authority to submit an application to the Internal Revenue Service for tax exempt status.

Sec. 2-268. Board of directors.

- (1) The affairs of the corporation are to be conducted by a board of directors consisting of fifteen (15) individuals. The initial directors shall be appointed by the mayor subject to confirmation by a majority of the urban county council members, as follows:
 - (a) Three (3) of the directors shall be current members of the Lyric Theatre Task Force;
 - (b) One (1) director shall be the Mayor or his designee, ex-officio;
 - (c) One (1) director shall be the 1st District Council Representative, ex officio;

- (d) One (1) director shall be from the university community or the K-12 school system;
- (e) One (1) director shall be the President or Chair of the Friends of the Lyric;
- (f) One (1) director shall be a member of the community at large;
- (g) Two (2) directors shall be artists;
- (h) Five (5) directors shall be from the legal, accounting, financial, marketing or other business community with expertise in fiscal and personnel oversight.

Seven (7) directors shall serve a term of two (2) years and six (6) directors shall serve a term of four (4) years. The mayor or his designee and the 1st district councilmember shall be ex-officio voting members and shall not serve a staggered term.

(2) All directors of the corporation shall serve four (4) years from the date of appointment, provided that the term of the initial directors shall be staggered as set forth above. Upon expiration of the terms of the initial directors, the directors designated in Section 1(h) shall be appointed by the mayor subject to confirmation by a majority of the urban county council members, and the other directors shall be appointed by the corporation. Vacancies shall be filled for unexpired terms in the manner prescribed in this subsection. Directors may be appointed for two consecutive terms. Directors who have served two (2) consecutive full terms shall not be eligible to succeed themselves until the lapse of twelve (12) months from the end of said terms.

Sec. 2-269. Meetings.

The corporation shall determine its own rules and order of business and shall provide for keeping a record of its proceedings. The corporation shall adopt a meeting schedule, which sets forth the date, place and time for its regularly scheduled meetings.

Sec. 2-270. Quorum.

Eight (8) directors shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 2 - That this Ordinance shall become effective on the date of its passage.

PASSED URBAN COUNTY COUNCIL: November 5, 2009

MAYOR

ATTEST:

CLERK OF URBAN COUNTY COUNCIL

PUBLISHED: November 12, 2009-1t