

BY-LAWS

ARTICLE I. NAME

SECTION I. This organization shall be known as Paint Creek Center for the Arts, also known as PCCA.

ARTICLE II. PURPOSE

SECTION I. The purpose of PCCA is to engage in any and all appropriate actions necessary to further the following:

Advocacy: Encouraging wide-spread support for the arts

Excellence: Ensuring the highest quality in practices, programs and staff

Innovation: Working together with the regional community in new ways through partnership, collaboration and shared resources

Opportunity: Providing a nurturing place for appreciation of and participation in creative experimentation and expression

Outreach: Playing a significant role in the artistic, educational and cultural life of the region

Understanding: Promoting learning about the richness of the arts, the diversity of culture and the inspiration of local history

SECTION 2. All related activities described in Section I will be provided equally without regard to race, color, religion, national origin, age or sex.

SECTION 3. PCCA shall be non-partisan, non-sectarian and non-discriminatory in all its operations and functions.

ARTICLE III. MEMBERSHIP

SECTION 1. Membership in PCCA shall consist of the following:

1. Individuals and businesses who have paid an annual membership fee.
2. Charter members, also known as founding members, who are not subject to an annual fee.

SECTION 2. The purpose of membership is to provide opportunities to those persons and organizations who have expressed a desire to support, promote and sustain PCCA. Membership provides a voting right which is exercised at the Annual and/or Special Meetings for the purpose of electing Trustees, amendment of the by-laws and such other matters deemed to be of a voting matter by the PCCA Board of Trustees. Membership also provides for participation in any event which may be conducted solely for the benefit of members.

- SECTION 3.** Members in good standing shall be entitled to only one vote at the Annual and/or Special Meetings of the membership.
- SECTION 4.** No member shall be liable for the debts or obligations of PCCA.
- SECTION 5.** Non-payment of annual dues shall be regarded as forfeiture of membership. Members whose dues are in arrears are not in good standing and therefore shall not be entitled to vote or hold office.
- SECTION 6.** Annual dues for members of PCCA will be due and payable one year from the inception date of membership in order to remain in good standing.

ARTICLE IV. GOVERNANCE

- SECTION 1.** A Board of Trustees (Board), composed of no less than thirteen (13) members, shall serve without pay and be entrusted with the overall programmatic growth and financial sustainability of PCCA. Trustees must be PCCA members in good standing throughout their term of service.
- SECTION 2.** The duties of the Board shall include, but not be limited to:
1. Hiring the Executive Director who shall conduct the day to day operations of PCCA under the direction and review of the Board
 2. Establishing PCCA policies
 3. Ensuring the PCCA Strategic Plan is reviewed and updated on a regular basis
 4. Serving on at least one standing and/or ad hoc committee of the Board
- SECTION 3.** Members of the Board shall be elected by PCCA members in good standing. Seven of the trustees are to be elected in odd years, with the remaining trustees elected in even years. The elected term of office shall be two years.
- SECTION 4.** In case of vacancy on the Board, the remaining trustees with the recommendation of the Executive Director, may appoint a successor to complete the term of vacancy.
- SECTION 5.** A simple majority of the members of the Board shall constitute a quorum for the transaction of business. The action taken by the majority of the trustees at a meeting where a quorum is present shall be deemed the acts of the Board, except as limited by these By-laws.
- SECTION 6.** The PCCA Executive Director shall be a non-voting member of the Board charged with the implementation of PCCA policies, procedures and programs as defined by the Board.
- SECTION 7.** Any Trustee who has a financial, personal, or official interest in, or conflict (or reasonable appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Trustee from acting on the matter in an impartial manner, shall excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

SECTION 8. Any one or more Board member may be removed, with or without cause, by a majority of the Board during a regular or special meeting duly called in accordance to the PCCA By-laws. A successor may then be elected to fill the vacancy thus created. Any Board member whose removal has been proposed shall be given an opportunity to be heard at the meeting.

SECTION 9. PCCA shall carry Directors and Officers insurance to protect volunteer Trustees from personal liability for monetary damages assigned to PCCA.

ARTICLE V. OFFICERS

SECTION 1. There shall be a President, Vice-President, Treasurer and Secretary nominated by and elected from the Board at the first regular meeting held following the Annual Meeting of the PCCA membership.

SECTION 2. The President shall preside at Board, Annual and Special meetings, appoint committee members, and perform other duties as associated with the office. The President shall have general supervision and management powers over all standing and ad hoc Board committees.

SECTION 3. The Vice-President shall assume the duties of the President in the President's absence. Other duties may be assigned from time to time by the Board.

SECTION 4. The Secretary shall keep the minutes of all Board, Annual and Special meetings. Further, the Secretary shall act as a Resident Agent of PCCA.

SECTION 5. The Treasurer shall assist in establishing sound financial and investment policies and procedures for PCCA. Further, the Treasurer shall serve as chair of the finance committee. The treasurer shall review the financial condition of the organization on a monthly basis.

SECTION 6. Each Officer's term of office will be one year with a maximum length of service of four (4) consecutive terms. Officers who have met the maximum term limit will be eligible for re-election after one year has elapsed to the position that has just expired. An Officer may be elected to a different position once their term of office has expired.

SECTION 7. In case of vacancy, the Board shall elect a successor with the recommendation of the Executive Director.

SECTION 8. An officer may be removed, with or without cause, by an affirmative vote of a majority of the Board. A successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

ARTICLE VI. COMMITTEES

SECTION 1. There shall be four (4) standing committees of the Board as follows:

1. Executive Committee
2. Finance Committee
3. Facility Committee
4. Nominating Committee

SECTION 2. The Board and/or the President may establish any other committee deemed necessary for the betterment and continuity of PCCA. A charter will be created to govern the purpose and duration of such committees.

ARTICLE VII. MEETINGS

SECTION 1. A. The Annual Meeting of the membership for the election of Trustees shall be held in the first quarter of the fiscal year. PCCA's fiscal year is defined as January 1 through December 31.

B. Members in good standing shall be notified of the place, time and purpose of all Annual and/or Special meetings at least ten (10) days prior to the meeting.

C. At an Annual and/or Special Meeting of the PCCA membership, attending members in good standing shall constitute a quorum.

SECTION 2. Regular meetings of the Board may be held without notice at times determined by the Board at PCCA or at any other location designated by the Board.

SECTION 3. Special meetings of the Board may be called at any time by the President or in his/her absence, by the Vice President, or by any seven (7) Trustees, to be held at PCCA or at any other location designated by the Board.

ARTICLE VIII. AMENDMENTS

SECTION 1. Alterations or amendments of these By-laws may be made at any Annual or Special Meeting by a two-thirds (2/3) vote of the members in good standing present. The proposed alterations or amendments must be communicated to all members in good standing no less than ten (10) days prior to such meeting. In order for the proposed change(s) in these by-laws to be submitted for vote before the membership at the annual or special meeting, they must have the approval of the majority of the Board.

SECTION 2. Following the approval of these By-laws by the PCCA membership, the By-laws shall be available at the offices of PCCA for review by all members in good standing upon their request.

ARTICLE IV. DISSOLUTION

Section 1. In the event of dissolution, all assets, real and personal of the PCCA shall be distributed to such organizations, as are qualified as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of future United States Revenue Law.