

Perquimans Arts League

BY-LAWS

Adopted June 6, 2017

**Article I
Name**

The name of the Corporation shall be the Perquimans Arts League, Inc. For the purpose of these bylaws, hereinafter referred to as "PAL" and/or "the Corporation".

**Article II
Purpose**

The Corporation shall have as its purpose the coordination, promotion and development of activities in connection with all the arts in the County of Perquimans and the artists residing in such county.

**Article III
Non-Discrimination Policy**

The Perquimans Arts League of Perquimans County is committed to providing access, equal opportunity and reasonable accommodation in services, programs, activities, education and employment for individuals regardless of race, color, creed, religion, national origin, gender, sexual orientation, age, marital status, or disability. This policy applies to all programs and facilities, benefits of membership and participation in the organization.

**Article IV
Board of Directors**

1. There shall be a Board of Directors who shall have the general power to direct the management of the business and affairs of the Corporation and may adopt such rules, regulations and policies as it shall deem proper that are consistent with these bylaws. The Board shall have the power to appoint such employees or agents as may be necessary in its judgment for the conduct of the business of the Corporation. The Board may solicit funds and provide for the appropriate distribution of the funds solicited; employ personnel; buy, sell, lease, own, administer, or mortgage real and personal property in furtherance of the purpose herein stated of the Corporation.

2. The number of Directors shall not be less than 7, nor more than 13. Directors will be elected at the annual meeting. Each Director will serve a two-year term.

3. Board Members should qualify as members of the organization and work for the general good of the organization.

4. Ex officio Board Members may be named in addition to full Board Members. These ex officio members shall be nonvoting members and shall receive minutes of full board meetings.

5. Election:

a. The Board shall name from among the PAL membership a Nominating Committee. The Nominating Committee will present a single slate of nominees for the Board of Directors for the coming fiscal year. The selection shall be submitted to the Board at least 30 days prior to the June annual meeting. Upon presentation of the slate of nominees to the full membership, the floor shall then be opened for additional nominations for each position.

b. In the event there are no nominations from the floor for a position, the nominee presented by the Nominating Committee for that position shall be declared approved. Should nominations for a position be made from the floor, a secret ballot shall be taken and the nominee receiving a majority of the votes shall be declared the nominee for the position in question.

6. Interim vacancies:

Vacancies occurring between annual meetings may be filled by a vote of the remaining directors after nomination by the nominating committee.

7. Terms:

The term of office shall begin at the beginning of the Corporation's fiscal year, that being July first.

8. Dismissal:

Any Director with three unexcused absences in one fiscal year shall be subject to dismissal. The President shall have the authority to excuse absences. It shall be the duty of the Secretary after a Director's second absence to notify said Director of the effect of his/her additional absence. After such notice, the Board may accept the failure of said Director to attend the third meeting as the resignation of such Director and empower the Executive Committee to nominate a successor to complete the term of said resigned Director.

9. Resignation:

Whenever a Board Member becomes aware that she/he will be unable to fulfill the responsibilities of the position, she/he should offer his or her resignation in writing to the President.

10. Removal:

Obstructive or unethical behavior including, but not limited to, conflict of interest, may result in removal of a Board Member. Approval by 2/3 of the full Board membership will be required to remove a Board Member.

Article V

Meetings of the Board of Directors

1. There will be monthly meetings of the Board of Directors. The President may cancel monthly meetings from time to time for reasonable cause, provided, however, that at least one monthly meeting shall be held during each calendar quarter. Special meetings of the Board of Directors shall be called by the President or by a member of the Board of Directors from time to time for reasonable cause, with reasonable notice to be given of the day, time and place.

2. Special meetings of the Board may be called as requested by the President or the Vice President in the President's absence.

3. 50% of the Directors shall constitute a quorum of the full Board of Directors for transaction of business unless the act of the Board in greater number is required by Chapter 55-A of the North Carolina General Statutes, the Charter, or the Bylaws of the Corporation.

4. A written record of attendance and business transacted at all regular and special meetings of the Board of Directors shall be maintained by the Secretary.

Article VI Officers

1. The officers shall be a President, a Vice President, a Secretary and a Treasurer.

The officers shall be elected by the Board of Directors for a term of one year or until their successors are elected. Any elected officer may serve additional terms. Any vacancy occurring between annual meetings shall be filled by the Board of Directors.

2. Duties:

a. President:

The President is responsible for leading and setting the direction of the organization. A key responsibility shall be presiding at meetings of the Executive Committee, Board of Directors, annual meeting and participate where needed on committees. The President shall keep the Vice President informed of all activities of the Corporation. The President shall have no vote at full Board meetings or committees except in the event of a tie. The President shall be a voting member of the Executive Committee. The President shall present an annual report to the Board of Directors and to the members, reviewing the past fiscal year and making such forecast for the year approaching. The President shall also remain on the Executive Committee as Past President for at least one year at the conclusion of his//her term without a vote.

b. Vice President:

The Vice President shall work closely with the President and perform all duties designated and preside over all meetings of the Board, Executive Board and membership of the Corporation in the President's absence.

c. Secretary:

The Secretary shall be responsible for the records of all meetings of the membership, Board of Directors and Executive Committee.

d. Treasurer:

The Treasurer shall keep a proper record of all moneys received for the Corporation from all sources and keep proper vouchers indicating the amount and nature of all expenditures. The moneys of the Corporation shall be deposited in the name of the Corporation and all payments shall be made in its name. The Treasurer shall provide a financial report of the fiscal year most recently ended to the Board of Directors and membership at the annual meeting. Said financial report shall be in an appropriate written financial reporting format.

Article VII Committees

All standing and special committees shall be appointed by the President with the approval of the Board of Directors. Committees shall consist of Board Members and may include representatives of the community at large.

1. Executive Committee:

The Executive Committee shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer, and Chairpersons of the standing committees.

a. The Executive Committee shall have power to perform all of the duties and functions of the Board of Directors between meetings of the Board of Directors in the event of an emergency. Any action taken by the Executive Committee shall be subject to ratification by the Board of Directors.

b. The Executive Committee shall be responsible for monitoring the implementation of the strategic plan.

c. The Executive Committee shall oversee the nominating process to fill Board Member and Officer positions, monitor Board Member attendance, participation, and adherence to policies and recommend any action related to the same to the Board of Directors.

The Executive Committee shall oversee the general financial operations of the Perquimans Arts League, Inc.

d. Meetings of the Executive Committee may be called by the President, and/or any two members of the Executive Committee.

2. Special/Standing Committees:

Special/Standing committees and Chairs that may be required to assist and advise the Board of Directors may be appointed by the President and may include non-board members.

3. A majority of any committee shall constitute a quorum of such committee.

Article VIII Membership

1. Membership is open to any individual or organization interested in supporting the purpose of PAL.

2. Members pay annual dues in accordance with a schedule established by the Corporation's Board of Directors. Membership dues for one or more individuals may be waived by the Board of Directors from time to time for good cause. The Board can declare members to be eligible to receive a specific discount on classes and admissions to events sponsored by PAL based on the policy set by the board.

3. An annual meeting of the members of PAL shall be held in June of each year to elect officers and the Board of Directors and to transact such other business as necessary.

4. A quorum at the annual or special meetings shall be not less than one-tenth (1/10) of all the voting members and to constitute a quorum, said members must be present in person at the meeting.

5. On matters submitted to a vote of members, individual members shall be entitled to one vote.

Family memberships shall be entitled to two votes.

6. Notice of the annual or special meetings shall be in writing and sent not less than ten (10) nor more than thirty (30) days prior to the annual or special meeting and shall state the purpose or purposes of the meeting, the date, time, hour and place of such meeting.

7. A written record of attendance and business transacted at the Annual and any Special Meetings of the members of PAL shall be maintained and submitted for approval by the members at the next Annual or Special Meeting.

**Article IX
Conflict of interest**

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

**Article X
Finances**

1. No officer, committee or members of the corporation shall undertake any financial commitments on behalf of this Corporation except as authorized by the Board of Directors.

2. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the Treasurer, or in such other manner as determined by the Board of Directors. Deposits to the credit of PAL in any of its business accounts will be made by the President, Treasurer or in such other manner as needed.

**Article IX
Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June.

**Article X
Amendments**

The Bylaws and the Articles of Incorporation may be amended by two thirds (2/3) vote of those in attendance at the annual meeting or a special meeting of the members if a quorum is present. No amendment shall be made in contravention of the requirements of the North Carolina Non-profit Corporation Act.

**Article XI
Rules of Order**

Robert's Rules of Order Newly Revised shall be parliamentary authority for all matters of procedure not specifically covered by the bylaws or by special rules, policies or procedures adopted by the Corporation.

Article XII
Assets and Earnings

No part of the net earnings of the Corporation shall inure to the benefit of or be distributive to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, recreational, or other purpose as shall at the time qualify as an exempt organization under Section 501 (c) of the Internal Revenue Code of 1954.