

BY-LAWS

ALLIED ARTISTS OF JOHNSTOWN, PENNSYLVANIA, INC.

Amended 2010

ARTICLE I

Section 1. Name

The name of this corporation shall be **ALLIED ARTISTS OF JOHNSTOWN, PENNSYLVANIA, INC.**

Section 2. Purpose

a. The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501c (3) of the Internal Revenue Code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501c (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170c

(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II

OFFICES

Section 1. Offices

The principle office of the corporation in the state of Pennsylvania shall be located in the city of Johnstown, county of Cambria. The corporation may have such other offices as the Executive Board may determine or as the affairs of the corporation may require from time to time.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

Any person of good moral character, eighteen (18) years of age or older, shall be eligible for membership, regardless of race, creed, color or national origin.

Section 2. Classes of Members

All members of the corporation shall be considered full members and shall enjoy all the privileges of the corporation, including the right to vote and hold office. In addition, a life membership may be conferred upon any member of the Allied Artists who has remained a dues paying member for 25 years. Such members shall be exempt from the payment of annual dues.

Also, emeritus status may be conferred to any board member who has performed exemplary service for numerous years. Emeritus status has full voting rights.

Section 3. New Members

New members shall be accepted by entering two or more art works during RECEIVING for any current exhibit (except the Summer Show), and paying the entry fee in addition to a membership fee for the current year. The juror's decision is final and if at least one piece of art work entered is accepted, the artist is accepted into membership. If none of the art works are accepted, the membership fee will be refunded.

Section 4. Dues Delinquency

A member who has been delinquent in payment of dues and dropped from membership (has not paid dues for at least one full year) may be re-instated. However, they will be subject to the same procedure that applies to new members as stated in Section 3 above (New Members).

Section 5. Voting Rights

Each full and life member shall be entitled to one (1) vote on each matter submitted to the vote of the members.

Section 6. Termination of Membership

The Executive Board, by an affirmative vote of two thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who shall be in default in the payment of dues for the period in Article XI of these By-Laws.

The board can expell any member who has exhibited behavior inappropriate or detrimental to the good of the organization.

Section 7. Resignation

Any member may choose to resign by filing a written resignation with the Recording Secretary, but such resignation shall not relieve the member of obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 8. Reinstatement

Upon signed and written request by a former member, and filed with the Recording Secretary, the Executive Board may, by the affirmative vote of two thirds of the members of the Board, reinstate such former member to membership

upon such terms as the Executive Board may deem appropriate (See Article XI).

Section 9. Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting Optional

An optional annual meeting of the members shall be held in January at a date and hour set by the President, for purposes of electing board officers and appointing

chairpersons. (herein after, along with the Executive Board, any appointed chairpersons shall collectively be referred to as the "Executive Committee"), for the presentation of year- end reports, and for the transactions of other such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Pennsylvania, such meeting shall be held on the next succeeding business day. If the election of officers shall not

be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Executive Board shall call a special meeting of the members as soon as convenient. A slate of officers and chairpersons will be distributed to the membership at least thirty (30) days prior to the designated annual meeting date for the members' approval.

Section 2. Elections for executive offices

Elections for executive officers may be accomplished via electronic means by the members (or usps if unavailable) in January.

Section 3. Special Meetings

Special meetings of the members may be called by the President, Executive Board or not less than one-tenth of the members.

Section 4. Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered either by mail or electronically to each member entitled to vote at such

meeting, not less than ten (10) days nor more than thirty (30) days before the date of such meeting, by, or at the direction of the President, Corresponding Secretary, or the officers or chairpersons of the committee calling the meeting. The purpose of the meeting shall be stated in the notice.

Section 5. Quorum

A quorum for the purpose of holding any meeting of the members shall be defined as at least half of the Executive Board members.

Section 6. Proxies

At any meeting of members, a member may vote by proxy executed in writing by the member or his/her duly authorized representative and filed with the Recording Secretary of the corporation on or before the start of the meeting at which the vote is to be cast.

ARTICLE V

EXECUTIVE BOARD

Section 1. General Powers

The affairs of the corporation shall be managed by the Executive Board officers (beforehand referred to as the Board of Directors).

Section 2. Number, Tenure & Qualifications

The number of executive committee members shall be the board officers of the corporation and the chairpersons of all standing committees. Each executive committee member shall hold office until the next annual meeting of members or until his/her successor shall have been elected and appointed.

Section 3. Regular Meetings

A meeting of the Executive Board shall be held as needed without other notice than this By-Law. The Board will provide the time and place for holding regular monthly meetings for the purpose of conducting routine business.

Section 4. Special Meetings

Special meetings of the Executive Committee may be called by, or at the request of the President or any two Executive Committee members.

Section 5. Notice

Notice of any special meeting of the Executive Committee shall be given at least two (2) days before such meeting, to each executive committee member.

Section 6. Quorum

The Executive Board shall constitute a quorum for the transaction of any business at any meeting of the Executive Committee. (See Quorum, Article IV, Section 5).

Section 7. Manner of Acting

The act of a majority of the Executive Board present at a meeting at which a quorum is present, shall be the action taken by the Board, unless the act of the greater number is required by law or these By-Laws.

Section 8. Vacancies

Any vacancy occurring in the Executive Committee shall be filled by the Executive Board. An executive committee member appointed to fill the vacancy shall be appointed for the balance of the current year.

ARTICLE VI

EXECUTIVE BOARD OFFICERS

Section 1. Officers

The Executive Board of the corporation shall exist of the President, Vice President, Recording/Corresponding Secretary, Treasurer and Membership Secretary.

Section 2. Election & Term of Office

The Executive Board of the corporation shall be elected annually by voting members at the annual meeting from a slate of officers presented and from nominations from the floor. Each Executive Board member shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. Vacancies

A vacancy which may occur in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by appointment of the President.

Section 4. President

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the members and Executive Committee. He/She may sign, with the Recording Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, checks or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly

delegated by the Executive Committee or these By-Laws or by statute to some other officer or agent of the corporation, and in general he/she shall perform all duties as may be prescribed by the board from time to time. He/She shall be an ex-officio member of all committees except the Nominating Committee.

Section 5. Vice President

In the absence of the President or in the event of his/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 of and be subject to the restrictions of the President.

The Vice President shall perform other such duties as from time to time may be assigned to him/her by the President or by the Executive Committee.

Section 6. Corresponding Secretary

The Corresponding Secretary shall issue such notices and correspondence as the President shall direct and shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

Section 7. Recording Secretary

The Recording Secretary shall keep all minutes of the meetings of the members and of the Executive Committee in one or more books provided for that purpose, and be custodian of the corporate records.

Section 8. Membership Secretary

The Membership Secretary shall keep an updated record of the personal contact information of each member, and in general perform all duties incident to the office appointed to, and such other duties as from time to time may be assigned to him/her by the President or the Executive Committee. The Membership Secretary shall also assume the responsibility of keeping a record of payment of dues and provide proof of membership to the members by means of annually distributing membership cards.

Section 9. Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation. He/She shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by resolution of the Executive Committee. If required by the Executive Committee, the Treasurer shall

give a bond of the faithful discharge of his/her duties in such sum and with such surety as the Executive Committee shall determine, and in general perform all the duties incident to the office held and such other duties as from time to time may be assigned to him/her by the President or the Executive Committee.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

The Executive Board shall appoint the chairpersons of all standing committees. The Executive Board shall also appoint the chairperson of the Nominating Committee. The Nominating Committee shall consist of five (5) members, three (3) from the general membership and two (2) from the Board. The appointed chairperson shall be responsible selecting the remaining committee members, with approval of the Executive Board.

Section 2. Other Committees

Other committees may be designated as necessary by the Executive Board.

Section 3. Terms of Office

Each member of a committee shall continue as such until the next annual meeting of the corporation and until his/her successor is appointed, unless, at the request of the President, Executive Committee or Nominating Committee he/she is invited to continue as such.

Section 4. Chairpersons

One (1) member of each committee shall be designated by the Executive Committee as chairperson of his/her respective committee and thereafter shall sit as a member of the Executive Committee.

Section 5. Projects

All projects of all committees must be first approved by the Executive Committee before execution thereof.

Section 6. Rules

Each committee may adopt appropriate rules for its own government not inconsistent with these By-Laws or with rules adopted by the Executive Board.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Executive Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general in nature or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Executive Board. Such instruments shall also be signed by the Treasurer, and when necessary, countersigned by the President or Vice-President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Board may select.

Section 4. Gifts

The Executive Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose of, or for any special purpose of the corporation.

ARTICLE IX

FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the corporation shall begin January 1 and end on December 31 of each year.

**ARTICLE X
BOOKS AND RECORDS****Section 1. Books & Records**

The corporation shall keep correct and complete records of accounts and shall keep minutes of the proceedings of its members, Executive Board and committees, and shall keep a record giving the names, addresses and pertinent contact information of the members entitled to a vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any appropriate purpose at any reasonable time. Books and records may be kept electronically.

**ARTICLE XI
DUES****Section 1. Annual Dues**

The Executive Board may determine from time to time the amount of entry fee and membership dues payable to the corporation by members.

Section 2. Payment of Dues

Dues shall be payable in January of each calendar year. If dues are not paid by March 31 following January 1 of each year, an additional fee shall be charged for those members who have been remiss in paying on a timely basis. The additional fee amount shall be determined by the Executive Board and be made known to the general membership beforehand.

Section 3. Default & Termination

When any member is delinquent in the payment of dues for twelve (12) months from the beginning of each calendar year or period for which such dues became payable, his/her membership will be terminated. If dues have not been paid as stated herein, and a member wishes to pay his/her dues in the next calendar year, they will be considered a new member and subject to the terms set forth in Article III, Section 3, (New Members).

**ARTICLE XII
CORPORATE SEAL**

Section 1. Corporate Seal

The Executive Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereupon the name of the corporation and the words "Corporate Seal".

**ARTICLE XIII
WAIVER OF NOTICE****Section 1. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the "Non-Profit Corporation Law" Act of May 5, 1933, P.L. 289, as amended, or under the provisions of the articles of incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV
AMENDMENTS TO BY-LAWS****Section 1. Amendments to By-Laws**

These By-Laws may be altered, amended or repealed by a two-thirds vote of the Executive Board and by a two-thirds vote of the voting membership at any regular or special meeting, or by means of alternate communication to inform and collect the vote. Members will have thirty (30) days to cast their vote. All undeclared votes will be considered an affirmative vote.

**Article XV
Exhibit Guidelines**

Exhibiting of Works: Any art work which has been previously accepted and displayed in any Allied Artists of Johnstown, Inc. exhibit cannot be entered and shown again. However, the piece may be exhibited in any shows outside of Cambria County. Also, no works done under instruction or 'study of' or utilizing copyrighted works or images, are permitted. These guidelines have been established to encourage the creation and continued production of fresh and original works of art. In addition, if any particular work of art was previously entered but not accepted to be displayed in an exhibit, it may be resubmitted for consideration in another show at any time.

Juror Selection: For any juried exhibit, the chairperson(s) is responsible for selecting and securing the juror. However, the selected juror must be approved by the Executive Committee prior to the final appointment of the said juror. Juror selection and approval should take place at least six weeks before the actual date the judging is to take place.

Selection of Art Work for Exhibiting: For any juried exhibit, the art work selected to be displayed is solely the decision of the juror. In addition, he/she will ultimately decide who will be accepted as a new member of Allied Artists, by choosing the individual's art work for inclusion in

