

# **BYLAWS OF ARTS ALLIANCE OF YAMHILL COUNTY**

## **ARTICLE I. NAME, PURPOSE, AND GOALS**

Section 1. The name of the organization is: Arts Alliance of Yamhill County (the “Alliance” herein).

Section 2. The purpose of this organization shall be to advocate, educate, and promote the arts and culture in Yamhill County.

Section 3. The goal of this organization shall be to promote enrichment in the arts through education and encouraging participation in the arts and culture by all segments of the community.

## **ARTICLE II. MEMBERSHIP AND DUES**

Section 1. All individuals and organizations that support the arts in Yamhill County are eligible for memberships. Organizations may be represented for the purposes of voting by one member with one vote.

Section 2. The Alliance shall have Voting Members. Voting Members have the power to: (a) elect and also to remove the Directors on the organization’s Board of Directors, to vote on any amendments to these Bylaws or the Articles of Incorporation that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which the Directors are elected or selected; (b) establish the qualifications of Voting Members and vote on any amendment to these Bylaws or the Articles of Incorporation which would reduce or eliminate any right of a Voting Member; (c) vote on any other matters properly put before the Voting Members for an advisory vote by the Board of Directors; and (e) inspect and copy corporate records as set forth in ORS 65.774.

The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the Alliance’s programs and activities.

Section 3. There must be an annual election, to be held either electronically, by mail, or in person, which will be held to elect members of the Board of Directors. Voting Members may vote on any other matters for which proper notice was given.

The annual election will be held at times and locations, or by electronic voting platform during a specified window of time, as determined by the Board of Directors.

Written notice of the annual election process and relevant dates must be sent by e-mail, or by mail if directed by an individual Voting Member, to all Voting Members entitled to receive notice, at the email address or mailing address provided by the Voting Member, as more fully set forth in Section 16.

### Section 4. Other Voting Member Meetings.

(A) Regular Meetings. The Alliance may hold a series of regular meetings of the Voting Members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail or e-mail, as directed by the individual Voting Member at least seven (7) days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change. A quorum, which shall consist of at least 20% of all current Voting Members, must participate in the meeting to conduct official business.

Section 5. Content of Notice. The meeting notice must contain the date, time, location, and when required, the purpose(s) of the Voting Member meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to these Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered.

Section 6. No person shall be denied the services or facilities of the organization or be excluded from membership and participation therein because of race, color, sex, creed, religion, hardship, national origin, or age, and discrimination of any kind in these regards is expressly prohibited.

Section 7. Dues of this organization shall be determined annually by the Board of Directors at the Annual Meeting. Annual dues shall be paid before the Annual Meeting. Non-payment of dues automatically removes a Voting Member from the organization. However, there shall be a thirty (30) day grace period for a Voting Member who failed to pay their dues in time to make payment and reverse the automatic removal allowing them to vote at the Annual Meeting.

Section 8. A quorum for conducting business at the Annual Meeting shall be a minimum of 20% of current Voting Members.

Section 9. There shall be no proxy voting.

Section 10. Participation in Meetings Remotely.

(A) Meetings may be held by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Voting Members can simultaneously communicate with each other. A Voting Member participating in such a meeting is deemed present for purposes of a quorum. A quorum, which shall consist of at least 20% of all current Voting Members, must participate in the meeting to conduct official business.

(B) Notice of any Voting Member meeting at which participation by remote communication is permitted shall state that such participation is authorized and may describe how a Voting Member may notify the Alliance that they intend to participate in the meeting by remote communication.

Section 11. Voting by Written or Electronic Ballot. Voting by written ballot or electronic ballot may be authorized by the Board of Directors or by a quorum of the Voting Members. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Voting Members may be taken without a meeting if the Alliance delivers a written or electronic ballot to every Voting Member entitled to vote on the matter, by mail, e-mail, or electronic voting platform, as directed by the individual Voting Member. Electronic voting shall be favored, with exceptions made for those few individuals requesting a paper ballot. The written or electronic ballot shall: (1) Set forth each nominee or proposed action, and (2) Provide an opportunity to vote for each vacant position elected by the Voting Members and for or against each proposed action.

All solicitations for votes must: (a) state the percentage and/or number of votes necessary to approve each matter which may not be less than the quorum required for meeting participation; and (b) specify a reasonable time by which the ballot must be received by the Alliance in order to be counted- which must be at least forty-eight (48) hours after the notice of a vote by written or electronic ballot is sent.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a Voting Member meeting.

Section 12. The affirmative vote of at least a majority of the Voting Members present at or participating by phone, mail, or e-mail, in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions of the Voting Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes. A majority of the voting members who are present at the Annual Meeting shall have decision-making authority. A quorum, which shall consist of at least 20% of all current Voting Members, must participate in the meeting to conduct official business.

Section 13. Suspension or Removal of Voting Members. A Voting Member may be suspended or

removed for failure to pay dues, following completion of thirty (30) day grace period, or by a majority vote of the Voting Members or the Board of Directors for serious misconduct which adversely affects the interests or reputation of the Alliance.

Any Voting Member or Director may file a complaint to the Board of Directors requesting the suspension or removal of a Voting Member for the reasons described above, or for any other reason. In a timely manner, the Board of Directors will consider the complaint and all related evidence and make a decision regarding suspension or removal.

Before the Voting Members or Board of Directors can suspend or remove a Voting Member, the Alliance shall provide prior written notice of the suspension or expulsion to the Voting Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the meeting at which removal will be considered. Further, there must be an opportunity for the Voting Member to be heard, orally or in writing, by the Voting Members, Board of Directors, or persons authorized to withdraw the proposed suspension or removal not less than five (5) days before the effective date of the suspension or removal.

A Voting Member who has been suspended or removed is liable to the Alliance for dues, if any, incurred by the Voting Member before the effective date of the Voting Member's suspension or removal.

Section 14. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to any member of the Board of Directors. Email resignation is considered written resignation. Resignation is irrevocable, with no refund of dues. If a Voting Member resigns, and then subsequently desires to re-establish Voting Membership, the individual must reapply for Voting Membership and pay dues as if the individual had never been a Voting Member.

Section 15. The record date for determining the members entitled to receive notice of a meeting shall be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting shall be the date of the meeting.

### **ARTICLE III. DISSOLUTION**

If the Alliance is dissolved, assets will be distributed as provided in this Article.

Section 1. All liabilities and obligations of the Alliance shall be paid, satisfied, and discharged consistent with its legal obligations as a 501(c)(3) nonprofit organization.

### **ARTICLE IV. OFFICERS/DIRECTORS/MEETINGS/DUTIES**

Section 1. Governance, Business and affairs of the Alliance shall be directed and controlled by a Board of Directors. The Officers of the Alliance shall be members of the organization and elected by the Board, and shall serve terms of one (1) year, ending at the annual membership meeting.

Section 2. Officers. The Officers of the Alliance shall be President, Vice President, Secretary, and Treasurer.

Section 3. President. The President shall be responsible for the general supervision of the organization, shall preside at all meetings and general membership meetings, and shall report in writing annually to the general membership.

Section 4. Vice President. The Vice President shall fill the office of President in case of absence or disability

Section 5. Secretary. The Secretary shall keep a fair and complete record of all official meetings, record all votes, receive and answer all correspondence, maintain necessary official files.

Section 6. Treasurer. The Treasurer shall keep accurate accounts of all receipts and disbursements

and shall render a written annual financial report and such other reports as required by the Board of Directors.

Section 7. Board of Directors. Business and affairs of the Alliance shall be managed and controlled by a Board of Directors elected at the annual meeting. The Board shall consist of seven to thirteen members, to serve for two (2) years. Board of Director positions shall be numbered One through Thirteen. Beginning in 2020 on even-numbered years, Board positions 2, 4, 6, 8, 10 and 12 will be open, and on odd-numbered years Board positions 1, 3, 5, 7, 9, 11 and 13 will be open. Board members will be expected to make a good faith effort to attend Board meetings and provide volunteer work for the Alliance.

Section 8. Decision-Making and Voting In-Person and Remotely. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote. Except as otherwise provided in these Bylaws, at the request of any Director, the names of each Director who voted for, voted against, or abstained on a particular motion will be recorded in the minutes.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 9. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 10. Telecommunication and Electronic Meetings. Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously communicate with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 11. Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The Alliance has a record of all Director's email addresses, and (2) The Alliance maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, Executive Director, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Removal of Directors and Officers.

(A) Directors may be removed with or without cause by a majority vote of all the Voting Members in a special meeting called for that purpose so long as a quorum was present or participating. The vote of

the Director to be removed shall not be counted, if that person is a Voting Member. The votes shall be by a secret ballot.

(B) Directors may also be removed by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) missing three (3) or more meetings of the Board of Directors in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts, including serious misconduct which adversely affects the interests or reputation of the Alliance, or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Alliance. The vote shall be by secret ballot if any Director so requests.

(C) Whenever the removal of a Director will be considered at a meeting of the Voting Members or Board of Directors, proper notice must be given in advance to the deciding body stating that the removal of a Director will be considered and voted on.

Section 13. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing, signed, and delivered to the President or Secretary of the Alliance. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be re-elected anew. Resigning from the Board does not remove a person from the Voting Membership.

Section 14. Removal of Officers. Any Officer elected by the Board of Directors may be removed by a majority vote of all the Directors in office whenever, in its judgment, the interests of the Corporation would be best served by such removal. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board or Voting Members, whichever is appropriate, also remove the individual as a Director.

Section 15. Vacancies. Vacancies on the Board or an Officer position created by death, resignation, retirement, removal, disqualification, or any other cause shall be filled by a majority vote of the Board of Directors as soon as practical at its next meeting. The Director or Officer so appointed shall serve out the balance of the unexpired term.

#### Section 16. Meetings.

(a) A meeting of the Board of Directors shall follow at once after the annual meeting of the Voting Members, at which time the Board shall appoint officers for the upcoming year. Board meetings ordinarily shall be held monthly. Meeting dates, times, and locations shall be determined by the Board, but notice of regular meetings shall be provided to the Voting Members of the Alliance through any practical means. Decisions of the Board will be made by simple majority, except where otherwise noted in the bylaws.

(b) The annual meeting of Members and Board of Directors shall be called by the President no later than March 1st of each calendar year for the purpose of electing the Board of Directors and Officers and transacting such other business as may legally come before the membership. The President shall provide no more than thirty (30) and no less than seven (7) days' notice to the membership by prepaid mail or electronic means. The notice, at a minimum, shall include the date, time, and place of the annual membership meeting and a ballot listing of the nominees for the vacant Board positions to be presented for consideration by the nominating committee and voted on at the annual meeting. This does not preclude nomination from the floor of any qualified member. All Voting Members of the Alliance shall be eligible to vote, either in person at the annual meeting, or by written or electronic ballot, as specified in Article II, Section 11. The Board of Directors shall be elected by a majority of those Voting Members voting, so long as quorum, as defined in Article II, Section 12, is present or participating in the vote.

(c) Special meetings of the Board of Directors may be called by the President or by any four (4) Board members by providing five (5) days notice to the Directors. A quorum, which shall consist of a majority of all current Board members, must participate in the meeting to conduct official business. The Board may, at its discretion, establish procedures and rules for electronic participation by Board members.



## Section 17. Committees

A. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

### B. Executive Committee.

(1) The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees shall consist of the Officers so long as they are simultaneously serving as members of the Board of Directors. The Executive Committee may also have up to two (2) other Directors if their membership on the Executive Committee is approved by the affirmative vote of a majority of all Directors then in office. The Executive Committee shall not have any members who are not simultaneously Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(2) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

C. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (1) making Board decisions, (2) authorizing expenditures, (3) adopting budgets, (4) setting policies, or (5) establishing programs. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors and shall not have any members who are not simultaneously Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

D. Non-Board Level Committees. The Board may establish any other working or advisory committee, that may be composed of Board or Non-Board members, that it deems appropriate. These are all "Non-Board Level Committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

### E. Financial Oversight Committee.

(1) As soon as reasonably possible, the Board shall strive to establish a Non-Board Level Committee responsible for financial oversight of the Corporation's income and expenses, which shall be named the Financial Oversight Committee. The committee must consist of two (2) or more persons, including at least one (1) person with some financial experience or experience with bookkeeping who is not the Corporation's check signer or bookkeeper. The committee shall be responsible for overseeing the

Corporation's financial transactions and the implementation of the Corporation's financial policies. As part of its mission, the committee shall review on a quarterly basis, or oversee a quarterly review of, the Corporation's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the Corporation's finances to the Board. The committee shall also make the necessary arrangements for and oversee the Corporation's annual audit or annual financial review.

(2) Annual Financial Assessment. If and when it is established, the Financial Oversight Committee shall perform an annual audit, financial review, financial compilation, or financial assessment. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation's financial records so that it would likely discover any misuse, embezzlement, or theft of the Corporation's funds or assets. The financial oversight committee described above shall ensure that the resulting report is presented to the entire Board of Directors.

F. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until their successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

G. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

H. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, any Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

Section 18. Salaries. No salaries shall be paid to Officers or Directors.

## **ARTICLE V. INDEMNIFICATION**

To the fullest extent permitted by law, no Director or Officer shall be personally liable to the Alliance or its members for monetary damages or conduct as a Director or Officer. The Alliance shall indemnify, defend and pay for the reasonable expenses incurred by any present or past Director or Officer for expenses, claims, liabilities, indebtedness, penalties, damages or injuries incurred by or asserted against such Director or Officer, provided that he or she has met the applicable standards of conduct required by the Oregon Nonprofit Corporation Act. The Alliance shall pay the reasonable expenses incurred by a Director or Officer in a proceeding in advance of final disposition of the proceeding, upon receipt of (a) a written affirmation that the Director or Officer seeking advance payments believes in good faith that he or she has met the applicable standards of conduct required by the Oregon Nonprofit Corporation Act, and (b) a written undertaking to repay the advance payment if it is ultimately determined that the Director or Officer did not meet the applicable standard of conduct. Indemnification, defense or advance payment pursuant to any of the foregoing provisions shall not be deemed to be exclusive of any other rights to which a Director or Officer may be entitled under any

other provision of the Articles of Incorporation, Bylaws, Agreement, Resolution, the Oregon Nonprofit Corporation Act, or otherwise.

## **ARTICLE VI. AMENDMENTS**

### **Section 1. Amendment of the Articles of Incorporation and Bylaws.**

The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to so amend. Provided, however, that only the Voting Members may approve amendments that relate to: (a) the number of Directors, (b) the composition of the Board, (c) the term of office of Directors, (d) the method or way in which the Directors are selected or removed, (e) the way in which the Voting Members are selected or removed, or (f) the qualifications of Voting Members.

Proposals for amendments or additions to these Bylaws must be submitted in writing to the Board of Directors at a regular meeting of the Board and must be presented either by an elected Director or as signed by twenty-five percent (25%) of the Voting Members. The proposal shall be read at the meeting and copies shall be distributed, at which time they shall be voted on.

For amendments requiring Voting Member approval, the Amendment shall then be presented to the Voting Members for vote electronically or by mail, after which time the amended Bylaws shall take effect. The affirmative vote of two-thirds (2/3) of Voting Members participating in the vote (30% of all Voting Members must participate to constitute a quorum) is necessary and sufficient for the approval of such amendments. Proper written notice must be given at least seven (7) days in advance and must include either a written copy or written summary of the proposed amendments.

No Amendment or addition of these Bylaws shall be made which is not in harmony with the Alliance's purposes.

## **ARTICLE VII. CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Alliance, and such authority may be general or confined to a specific instance and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Alliance by any contract or engagement or to pledge its credit or render it liable pecuniary for any purpose or to any amount.

## **ARTICLE VIII. TAX YEAR**

The fiscal year of the Alliance shall commence on January 1st of each year and end on December 31st.

## **ARTICLE IX. EXEMPT ACTIVITIES**

This Alliance is organized as a public benefit corporation as that term is defined under ORS 65.001(31).

This organization is organized exclusively for literary and/or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code Notwithstanding any other provision of these Articles, the Alliance shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue



Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

§

### CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of the Arts Alliance of Yamhill County as duly adopted by the Board of Directors on the 2<sup>nd</sup> day of March, 2024.

Signed this 2<sup>nd</sup> day of March, 2024.

Secretary Signature Courtney Terry

Printed Name Courtney Terry