

Revised 2/27/2023

BYLAWS OF ARTS ALLIANCE OF YAMHILL COUNTY

ARTICLE 1. NAME PURPOSE AND GOALS

Section 1. The name of the organization to be: Arts Alliance of Yamhill County

Section 2. The purpose of this organization shall be to advocate, Educate and promote the arts 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 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. 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 3. Dues of this organization shall be determined annually by the Board of Directors at the Annual 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.

Section 2. Assets held by the Alliance upon condition requiring return, transfer or conveyance, which conditions occurred by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

Section 3. Upon the dissolution of the Alliance, assets shall be distributed for one or more exempt purposes within the meaning of Section 503(c) (3) of the Internal Revenue Code (or an corresponding section of any future tax code), or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of jurisdiction of the county in which the principal office of the Alliance is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose

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 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 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. A Board member may be removed by a vote of two-thirds of the full Board upon a finding that the Board member has failed to reasonably fulfill his or her obligation to the Board and organization.

Section 8. Vacancies. Vacancies on the Board shall be filled by a majority vote of the Board of Directors as soon as practical at its next meeting. The Director so appointed shall serve out the balance of the unexpired term.

Section 9. Meetings.

(a) A meeting of the Board of Directors shall follow at once after the annual meeting of the 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 membership 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 members of the Alliance shall be eligible to vote, either in person at the annual meeting, or by signed proxy at the annual meeting. The Board of Directors shall be elected by a majority of those members voting.

(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 10. Standing Committees.

At their first meeting the Board of Directors shall determine Standing Committees to be organized during the upcoming year, and shall appoint members to these Committees. Membership of

Committees may be amended during any regular Board meeting. Each such Committee shall include a Chairperson elected by the Committee, and also a member of the Board of Directors, who shall serve as liaison to the Board of Directors. Every effort shall be made to involve general membership in these committees. Committees which may be organized shall include, but are not limited to:

- A. Nominating. Committee of at least three (3) members which shall prepare a slate of nominees for the Board of Directors to be presented to the general membership for consideration at the next annual meeting.
- B. Education. Workshops, tours, in-school programs, lectures.
- C. Ways and Means. Fundraising, grant writing.
- D. Finance. Review the accounts of the Arts Alliance.
- E. Publication. Newsletter and other publications.
- F. Membership. Broaden the base of support for the work of the Alliance, recruit new members.
- G. Other committees may include, but not be limited to: events, resources, history, social, long range planning, legal affairs, special projects.

Section 11. 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

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 members. The proposal shall be read at the meeting and copies shall be distributed, at which time they shall be voted on. The Amendment shall then be presented to the members for vote electronically or by mail, after which time the amended Bylaws shall take effect. No Amendment or addition of these Bylaws shall be made which is not in harmony with the Alliances 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. FISCAL 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).