

## BYLAWS

### OF

### ArtFusion 19464

### a non-profit community arts organization

#### ARTICLE I

##### Name

Section 1.1. **Name:** The name of the corporation shall be ArtFusion 19464 Inc. (the “Corporation”)

#### ARTICLE II

##### Purposes and Operation

Section 2.1. **Purpose:** The Corporation (organization) is incorporated as a Pennsylvania Non-Profit Corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (“PaNPCL”) and is incorporated for the purposes set forth in its Articles of Incorporation dated July 8, 2005

The Corporation is organized exclusively for charitable purposes as such purposes are defined by § 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

The registered office of this Corporation in the Commonwealth of Pennsylvania shall be at 254 High Street, Pottstown, PA 19464 until we relocate to Beech Street (Insert address)

The Corporation has been conceived primarily to provide arts education to students of all abilities and ages, with free or subsidized tuition for students with financial need. In doing so, the corporation will:

- (1) Maintain an economically viable operation;
- (2) Provide educational services to students on a nondiscriminatory basis, without regard to race, national origin, religion or ethnic background;
- (3) Provide arts education to children and adults at all ability levels, with free or subsidized tuition for students who demonstrate financial need;

- (4) Provide a varied arts and cultural education through classroom instruction, on and off premises, field trips to places of artistic and cultural significance, and through student exhibits;
- (5) Provide a showcase for artistic talent and cultural expression;
- (6) Act as a focal point for the greater Pottstown arts community, bringing together persons of various ages, incomes, racial and cultural heritages;
- (7) Contribute to the revitalization of Pottstown's commercial downtown district through arts advocacy in education, community service, and job creation.

### **ARTICLE III**

#### **Members and Meetings**

##### ***Membership Definitions and Classifications:***

Organizational Members consist of the Advisory Board Members (ABMs) (voting members)

Working Artist Members consist of artists that pay yearly dues. (non-voting members)

General Members consist of any person who pays yearly dues for a supporting membership (non-voting members).

##### **Membership Types and Requirements:**

Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual dues as set by the Executive Director. Advisory Board Members shall have voting rights. Working Artist Members and General Members shall not have voting rights. Anyone who completes the proper application and has paid an annual membership fee set by the board or has received a waiver of the fee based in exchange of providing labor, goods or services, may be granted membership.

**Meetings.** An annual meeting shall be held at the end of each fiscal year. All classifications of members will be invited to the annual meeting and given 30 days' notice by physical mail, by telephone or by other electronic means. Additional meetings may be called by the Advisory Board President or Executive Director.

### **ARTICLE IV**

#### **Advisory Board of Members (the "Board")**

**The Corporation shall carry Director and Officer Insurance.**

- A. Advisory Board Members.** The Advisory Board shall consist of no less than 1 and no more than 7 Members. The Board shall provide recommendations on the number of Advisory Members in the notice for the Annual Meeting of the membership so the appropriate number of Advisory Members can be confirmed at the Annual Meeting.
- B. Dues:** All Advisory Board Members must make a yearly donation of a minimum of \$250.
- C. Terms:** All Advisory Board Members serve an initial one-year term and are eligible for re-election for up to 5 consecutive two year terms, or as determined by the board.

- D. Voting Members:** An Advisory Board Member becomes eligible to vote 30 days after completing the required paperwork (board application, conflict of interest policy and non-disclosure agreement) and payment of annual dues.
- E. Resignation:** Any Advisory Board Member may resign at any time by delivering or mailing written resignation to the Advisory Board of Members. The Board will vote to accept resignation. The letter along with the minutes will reflect the acceptance. These documents are to be kept in the binder of the serving secretary.
- F. Meetings:** Advisory Board Members shall meet no less than 6 times per year and no more than 9 times per year. Committees shall meet monthly and report to board at scheduled board meetings.
- G. Voting Rules:** A quorum for the purpose of voting shall be no less than three Advisory Board Members. In the case of a tie vote, the Executive Director or a designated member of staff, acting as their proxy, shall cast the deciding vote.
- H. Board Representation:** The board will be a true representation of the ArtFusion community, and include residents of the tri-county area, be representative of the diversity of our community and include a representative from the public sector.

### ***Nomination and Selection of Advisory Board Members***

Nomination. Any Member may offer nominations for Advisory Board Members. A nomination may be submitted in writing to the Board in advance of the Annual Meeting or submitted from the floor at the Annual Meeting.

Vacancy. If a Board vacancy occurs, the remaining Advisory Board Members may elect a person to fill the vacancy or decide to leave the position vacant. Board action to fill a vacancy must occur no later than 1 month following the occurrence of the vacancy. A replacement Advisory Board Member shall serve until the next Annual Meeting of the Membership. Advisory Board Members who are leaving the organization are asked to suggest a replacement for their position.

### **Duties of Advisory Board Members:**

To support and carry out the purposes and operation of the Corporation by providing decision support, public/community relations and fundraising. To provide advice and counsel to the Executive Director and key staff members in support of the organization's mission.

Specific roles and responsibilities of Advisory Board Members include the following:

- 1). Sit on or chair a at least one committee
- 2). Work with Executive Director and staff in developing and approving Annual Budgets and Annual Reports, reviewing tax documents, and outlining the nature and results of the Corporation's activities showing financial conditions.
- 3). Publish notice and provide minutes and reports of all meetings to the Executive Director per these By-Laws. Note: Meetings held without staff in attendance are still subject to these requirements.
- 4). Attend scheduled board meetings, and in the case of a committee chair, present a report of the committee's activities.
- 5). Raise funds and oversee the raising of funds for the corporation to carry out its purposes. Solicit sponsorships, assist in selling a set number of tickets for fundraising events and personally assist in conducting a minimum of 2 fundraising events per year.

**Specific roles and responsibilities of the Executive Director and Staff include the following:**

- 1). Develop programs, classes and associated schedules.
- 2). Run day to day operations
- 3). Handle all requests for scholarships and financial aid
- 4). Hire and fire staff and instructors
- 5). Develop and maintain community partnerships.

**Specific roles and responsibilities of the Advisory Board and the Executive Director include the following:**

- 1). Appoint and/or discharge volunteer advisors and consultants who have skills necessary or helpful to the corporation.
- 2). Create such committees necessary to conduct the affairs of the corporation. Committees may be established by the Board or any standing committee at their discretion.

***Conflict of Interest***

Any Advisory Board or Staff Member who believes that he/she has a conflict of interest on a matter before the corporation shall announce that conflict as soon as the topic is introduced. No member may vote on any matter in which the Member or any parent, spouse, child, partner, employer or similarly related business entity has a direct and substantial interest in any property or business that would be specifically, directly and substantially affected by the action.

A Member who believes he/she may have the appearance of a conflict, but who does not believe that an actual conflict exists, or that his or her ability to reach an unbiased conclusion is in any way compromised, should at the opening of the discussion disclose the appearance of conflict. If there is no objection from anyone present, the Member may remain a party to the discussion and vote. If there is an objection from any other Member present, the Member with the appearance of conflict shall not participate.

***Compensation.***

Advisory Board Members and committee members shall receive no compensation for their services but may receive reimbursement for approved expenses.

**Officer Positions**

In addition to the responsibilities of all Advisory Board Members, elected officers shall also have the following responsibilities.

President of the Advisory Board: (Optional position)

- Preside at all meetings of the Board and of the corporation, or properly delegate such duty.
- Report on the affairs of the Corporation to the members at any time they request it.
- Consult with Treasurer and the Secretary regarding the fulfillment of their responsibilities.
- Work with Executive Director, Staff and Volunteers to facilitate open communication across the organization.
- Perform such other duties as the Advisory Board may direct.

The Treasurer of the Advisory Board: (Mandatory position)

- Have an understanding on non-profit finances and an accounting background.

- Work with the Executive Director, outside consultants and CPAs to maintain the financial stability of the Corporation and to develop budgets and prepare tax documents.
- Review monthly financial statements, and review all prepared financial documents and make sure all documents are filed in a timely manner.
- Develop an Annual Report no later than 30 days past the end of our fiscal year.
- Perform such other duties as the Advisory Board may direct.

The Secretary of the Advisory Board: (Mandatory position)

- Give notice of all meetings 10 days prior to meeting date.
- Be responsible for developing the Agenda
- Keep the minutes all meetings
- Send Agenda, Minutes, and Executive Director's Report 3 days prior to meeting
- Ensure all meetings stay on task to the agenda
- Maintain a list of all Advisory Board Members and their contact information
- Confirm and record the status of motions and decisions in meetings of the Advisory Board
- Maintain a binder of all agendas, minutes and reports for review during audits and financial reviews.
- Perform such other duties as the Advisory Board may direct.

**Resignation.** An Advisory Board Member may resign from the office at any time by giving written notice to the board. A motion to accept the resignation shall be reflected in the minutes.

**Removal:** The Board may remove an Advisory Board Member from the office anytime by a majority vote. A motion to accept the removal shall be reflected on in the minutes.

**Automatic Removal.** An Advisory Board Member is automatically removed if s/he fails to attend 50% of Board meetings in any calendar year, unless good cause for absence and a continuing interest in participation on the Board are shown.

**Removal for Cause.** An Advisory Board Member may also be removed for actions considered seriously detrimental to the corporation or to the Board in the fulfillment of its responsibilities. Before such removal can occur, a motion to accept the removal shall be reflected on in the Minutes. Executive Director and staff will also have the right to present a request for removal for cause of an Advisory Board Member.

## **Article V – Amendments**

The Article of Incorporations and the By-Laws may be altered or amended, in whole or in part, by majority vote of the of the Advisory Board Members at a meeting. A quorum must be met by the Board for such amendments. In addition, any amended documents must be made available to the IRS according to IRS requirements.

## **Article VI – Dissolution**

In the event that the corporation must be dissolved, the assets of the corporation shall be distributed as follows:

To the local 501(c)(3) nonprofit community arts center/corporation(s) in good standing serving the area(s) closest to the area(s) or

To any other local, regional or national 501(c)(3) nonprofit community arts center in good standing; or

To a nonprofit fund, foundation, or corporation which is organized as a 501(c)(3) corporation and operated exclusively for charitable, educational, religious and/or scientific purposes and which agrees to administer the assets of this corporation in accordance with its goals and purposes.

The motion for disposition of the assets of the corporation must be approved by a majority of the Advisory Board and the Executive Director.

**ARTICLE VII: INITIAL MEMBERSHIP, INITIAL BOARD, ADOPTION OF BYLAWS, FIRST ANNUAL MEETING**

The corporation was originally formed in 2008 as a 501(c) (3) to promote arts education and community revitalization for people of all incomes and to promote neighborhood stabilization among its purposes. The corporation has operated continuously since that time.

Initial Membership. The Initial Members empowered to vote at the First Annual Meeting of the Members shall be those persons who meet the criteria set forth in the By-Laws.

Initial Board of Advisory Members. The Initial Board of Advisory Members shall be those properly elected and currently serving at the time these Bylaws are adopted. The Initial Board shall be a “transition board” with duties including approval of these Bylaws and recruiting Advisory Members in addition to the other duties of the Board set forth in Article V until such time as Advisory Members meeting the criteria in Article V can be recruited for election by the Members.

Adoption of Bylaws. Adoption of these Bylaws as the Bylaws of the Corporation shall require approval by a majority of the Initial Board of Directors.

First Annual Meeting. The First Annual Meeting of the Membership, which shall include the ratification of these Bylaws, the election of the Board of Advisory Members and the transaction of other business as recommended by the Initial Board, shall be held at a location within the area served by the corporation. The location and specific time of the First Annual Meeting shall be determined by the Initial Board of Advisory Members. Notice of the First Annual meeting shall be emailed to all Initial Members at least 7 days prior to the meeting and shall include a list of those persons nominated for the Board of Advisory Members in accordance with the Bylaws.

I hereby certify that the foregoing is a full, true, and correct copy of the bylaws of the ArtFusion 19464 properly adopted in accordance with the procedure set forth herein, adopted the date noted.

WITNESS, my hand and seal of the corporation. ArtFusion 19464

Dated: By: Secretary \_\_\_\_\_ Date: \_\_\_\_\_

Executive Director: \_\_\_\_\_ Date: \_\_\_\_\_

Witness: \_\_\_\_\_ Date: \_\_\_\_\_