

BYLAWS OF ARTS COMMUNITY OF EASTON

ARTICLES 1—PURPOSES

Section 1. The purposes for which ARTS COMMUNITY OF EASTON (“ACE”) is incorporated are as follows:

- a.** To promote the arts, and the education in the arts, in the greater Easton area, as well as to encourage and support artists and their development;
- b.** To facilitate communication and cooperation among artists, art organizations, galleries, businesses and the greater Easton community;
- c.** To cooperate with other organizations, through grants and otherwise, which are working to develop and promote the arts community in the greater Easton area;
- d.** To receive, maintain and accept as assets of ACE, any property, whether real, personal, or otherwise, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered and disposed of exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, and in the accordance with and pursuant to the provisions of these articles of ACE, but no gift, bequest, devise or purchase of any such property shall be such received or made and accepted where it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a “charitable organization” or for any purposes other than charitable purposes” which would jeopardize the status of the corporations an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.

Section 2. Upon dissolution of ACE, the Board of Directors shall after paying or making provisions for the payment of all liabilities of ACE, dispose of all assets exclusively for the purposes of ACE in such manner, or to such organization, or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 510(c) (3) of these Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 3. No substantial part of the activities of ACE shall be carrying on of propaganda, or otherwise attempting to influence legislation and ACE shall not participate in, or intervene (include the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4. The purposes of the ACE shall not exceed the limitations set forth in section 501(c) (3) of the Internal Revenue Code.

Section 5. No part of the net earnings of shall inure to the benefit of, or be distributable to its members, trustees, officers of other private persons, except that ACE shall be authorized to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth herein.

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ARTICLE II-OFFICES AND AGENTS

The office, postal address and Registered Agent of ACE shall each be designated from time to time by Resolution of the Board of Directors.

ARTICLE III-SEAL

ACE shall have a seal with the name of ACE, the year of its organization, 1999, the words “Incorporated” and “Pennsylvania” thereon.

ARTICLE IV-MEMBERS

Section 1. There shall be two classes of membership: (1) Voting Membership and (2) Non-Voting Membership.

A. Voting membership is extended to any person, eighteen (18) years of age or older, who is interested in and supports the purposes of ACE by:

- a.** Submitting a completed membership application to the Secretary; and
- b.** Paying the dues required of a voting member.

B. Non Voting membership is extended to (1) Students, (2) Friends of Ace, (3) Corporate / Business Sponsorship by:

- a.** Submitting a completed membership application to the Secretary
- b.** Paying the dues required for a non-voting member.

Section 2. The Secretary shall maintain a list of the members of ACE

Section 3. Only voting members in good standing shall be eligible to vote and to hold office in ACE.

ARTICLE V-DUES

Section 1. The Board of Directors shall establish the dues required for voting and non-voting membership.

Section 2. Any member, who is delinquent in dues may be suspended or have membership terminated by the Board of Directors. If such delinquent member is an Ace officer or Board member, such member, in addition to suspension, shall lose all powers and authority of such office by appropriate action of the Board. In such an event, the office or position is considered vacant.

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ARTICLE VI-MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at the principal office of ACE or at such other place as may be specified by the Board of Directors on the Second Tuesday of February in each year at 7:00 o'clock in the evening; provided, however, that if the day so appointed be a legal holiday, the meeting shall be held at the same place and hour on the next succeeding day that is not a legal holiday.

Section 2. Regular & Special Meetings

- A. Regular Meetings of Members shall be held on the Second Tuesday of each month.
- B. Special Meetings of Members may be called for any purpose, at any time, by the President or by a majority of the Board of Directors, or by the President upon written request of fifteen percent (15%) of the voting members of the association, who are eligible to vote at such meeting or otherwise as provided by law.

Section 3. Quorum and Voting. At all meetings of members in order to transact any business, there shall be present in person fifty percent (50%) of the voting members of ACE, eligible to vote at such meeting, and such representation shall constitute a quorum; but less than a quorum shall have the power to adjourn any meeting. Voting members may only vote in person and not by proxy. Should a quorum of voting members not be present in person at any meeting of the association, a ten-minute recess will be taken. When the group reconvenes, those voting members present will constitute a quorum that can vote and pass a measure by a simple majority.

Section 4. Place & Notice of Meetings. Annual and Special Meetings of Members shall be held at the principal office of ACE or at such other place as may be specified by the Board of Directors. Written or electronically mailed (Email) notice of all Annual, Regular and Special Meetings of the Members, which shall state the time, place and purpose of such meeting, shall be post marked or sent electronically no less than a week before the meeting, to each member of record entitled to notice. The notice shall be communicated to each member at the address (U S Postal or Email) for such member appearing on the records of the Association, unless such member shall have filed with the Association Secretary a written request that notices be communicated to another address, in which case notices shall be communicated to such address. A member in writing to the Association Secretary may waive notice of any meeting.

ARTICLE VII-BOARD OF DIRECTORS

Section 1. Number. The property, affairs and business of ACE shall be managed by its Board of Directors, which shall consist of nine (9) persons elected from the voting membership of the Association. The Board shall also include the President and Vice-President as non-voting members of the Board of Directors.

Section 2. Board Officers. The Board of Directors shall elect Board Officers to include a Board Chair, Vice Chair and Board Secretary. Association officers are not eligible to hold a Board office.

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- a. Board Chair.** The Chair shall be the chief executive officer of the Board of Directors, and shall be present at all meetings of the Board of Directors and of the members. The Chair shall perform the duties commonly incident to the office and shall have general supervision of the affairs of the Board.
- b. Board Vice Chair.** The Vice Chair shall assume and perform all duties and have such responsibilities in the absence of the Board Chair.
- c. Secretary.** The Secretary shall cause notices of all board meetings to be served as prescribed in these by laws, and shall keep the minutes of all board meetings and the board records. In addition, the Secretary shall perform such other duties and possess such other powers as are incident to the office or as are assigned by the Chair or the Board of Directors.

Section 3. Term of Office. The directors shall be elected annually by the voting members at their annual meeting and shall hold office for one year and thereafter until their successors are elected and have qualified, or until their earlier resignation or removal. Any director may be removed, with good cause.

Section 4. Vacancies. Should a vacancy occur on the Board of Directors for any reason, the Board, by resolution of a majority, shall appoint a replacement member to serve during the unexpired term of the vacancy.

Section 5. Quorum, Voting and Action Without a Meeting. The presence at any meeting of a majority of the Board of Directors shall be required to constitute a quorum for the transaction of business. All questions coming before the board shall be determined by a majority vote of the quorum. Directors may take action by written consent.

Section 6. Annual Reorganization Meeting & Regular Board Meetings. The Annual Reorganization Meeting of the Board of Directors shall be held immediately following the adjournment of each annual meeting of members, at the same place where such members' meeting is held. If, however, a quorum of the Board is not present, such meeting shall be held one week thereafter at seven o'clock in the evening, at the same place. At this meeting, the Board shall elect its officers and consider such other matters, as it may deem appropriate and necessary.

Regular meetings of the Board of Directors may be held at such times and places as the Board may fix by resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by the Board Secretary upon the written request of any director.

Section 8. Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors shall be given at least three days prior to the date of the meeting to each director, by personal delivery, telephone, facsimile transmission, electronic mail or by mail addressed to the director postage prepaid, at the director's residence or usual place of business. Notice of any meeting, however, need not be given to any director who shall be present at the meeting without protesting the lack of proper notice, or who shall waive such notice in writing before or after such meeting.

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ARTICLE VIII-OFFICERS

Section 1. Designation. The officers of ACE shall consist of a President, Vice-President, Secretary, and a Treasurer: and such additional officers as the Board of Directors may from time to time determine by resolution. The office of Secretary and Treasurer may be combined and held by he same person.

Section 2. Term of Office. The officers shall be elected by a majority of the voting members at the annual meeting of the members, and they shall hold office for one year and until the respective successors are elected and qualify. The officers shall serve without compensation.

Section 3. President. The President shall be the chief executive officer of ACE, and shall be present at all meetings of the Board of Directors and of the members. The President may sign, in the name of ACE, contracts or other instruments authorize, either generally or specifically, by the Board of Directors, shall perform the duties commonly incident to the office of the President, and shall have general supervision of the affairs of ACE. The President shall, with the approval of the Board of Directors, appoint or remove all committee chairpersons.

Section 4. Vice President. The Vice-President shall perform such duties and have such authority as from time to time may be delegated by the President or by the Board of Directors. In the absence of the President or in the event of his or her death, inability, or refusal to act (upon approval of the Board), the Vice President shall perform the duties and be vested with the authority of the President.

Section 5. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in the by laws, and shall keep the minutes of all meetings of the members, shall have charge of the seal of ACE, and the corporate records. The Secretary may attest the execution of contracts and other instruments signed in the name of ACE, which are authorized and proper in the conduct of its business, and may affix the corporate seal thereto. In addition, the Secretary shall keep a roll of membership and shall perform much other duties and possess such other powers as are incident to the office and as are assigned by the President from time to time.

Section 6. Treasurer. The Office of the Treasurer shall have the custody of the funds and the securities of ACE and shall keep or cause to be kept regular books of the account for ACE. The Treasurer shall account to the President and the Board of Directors, whenever they may require, concerning all transactions as Treasurer and the financial condition of ACE. The treasurer shall cause the financial records of ACE, either through personal appearance or by proxy, to be present at each meeting of the Board of Directors. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President with advise and consent of the Board of Directors.

Section 7. Removal or Suspension. Any officer may be removed with good cause, or his or her authority to act as an officer suspended for cause, by the vote of a majority of the Board of Directors.

Section 8. Vacancies. The Board of Directors, by majority vote, may fill the unexpired term resulting from any vacancy, for any reason, on the Board or of any Officer of the Association. The vacancy appointment must be a voting member in good standing.

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ARTICLE IX-COMMITTEES

Section 1. The Board of Directors may create Board Committees and Committees of the General Membership, including, but not limited to, art and education, finance and administration, membership and planning. The Board of Directors shall appoint Board Committee Chairs and the President shall appoint Membership Committee Chairs with the advice and approval of the Board.

ARTICLE X-FISCAL YEAR

Section 1. Time. The fiscal year of ACE shall be determined by the filing of the first federal corporate income tax return.

ARTICLE XI-AMENDMENTS

Section 1. These bylaws may be altered, amended, or repealed in full or in part, or new bylaws adopted, by the affirmative vote of a two-thirds majority of the Board of Directors at any regular or special meeting of the board, provided that notice of the intended alteration or amendment be included in the notice of the meeting given to the directors and the voting members pursuant to these bylaws.

ARTICLE XII—INDEMNIFICATION

Every person who is or was a director, officer, employee, or agent of ACE, or any person who serves or has served in any capacity with any other enterprise at the request of ACE shall be indemnified by ACE to the fullest extent permitted by the law. ACE shall only indemnify such person against expenses and liabilities reasonably incurred by or imposed on them, in connection with any proceedings in which they have been or may be made parties, or any proceedings in which they may become involved by reason of being, or having been a director or officer of ACE, or by reason of serving or having served another enterprise at the request of ACE whether or not in the capacities of directors or officers of ACE at the time the expense of liabilities are incurred.