

Corry Area Arts Council
BY-LAWS

Approved: December 1, 2015

ARTICLE I. Name

Section 1. The name of the organization will be The Corry Area Arts Council, Inc., hereinafter to be called the Council.

ARTICLE II. Purpose

Section 1. The purpose of this non-profit corporation, operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future Federal tax code, will be to:

- a. Stimulate interest and awareness in all forms of art.
- b. Promote schools, exhibitions, performances, and productions of artistic and cultural value to the people of the Corry Area.
- c. Coordinate the artistic and cultural activities of the Corry Area, including but not limited to music, theatre, dance, painting, sculpture, drawing, photography, arts and crafts, and such other cultural activities of value to the people of the Corry area.

ARTICLE III. Finance

Section 1. All of the corporate activities of the Council will be without gain or profit directly or indirectly incidental or otherwise to its members.

Section 2. The fiscal year of the corporation and its affiliates shall be from January 1 to December 31 of each year.

ARTICLE IV. Membership

Section 1. The Council will consist of patrons who are individuals interested in fostering and supporting the objectives of the Council and who pay annual membership dues.

Section 2. The organization will operate entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, marital status, physical disability and sexual orientation.

ARTICLE V. Rights and Powers of Members

Section 1. Patrons will have the right to:

- a. Receive all publications of the Council.
- b. Have the scheduled events listed for them in the Council Calendar on our website www.corryareaartscouncil.com, in the Corry Journal Community Calendar, on WWCB Radio's Community Calendar, and on the Corrypa.com website.
- c. Attend the annual Council dinner/meeting in January of each year or any special meeting called during the year.
- d. Submit the names of potential directors to the Board.

ARTICLE VI. Board of Directors

Section 1. The Board of Directors will include a representative from each of our affiliates: the Corry Area Arts Council Auxiliary, the Corry Artists' Guild, the Corry Community Theater, and Creativity for Youth. The Board will consist of a minimum of 9 and a maximum of 11 members. These individuals will receive no compensation other than reimbursement for the expenditures necessary for the transaction of Council business. Once chosen, a board member must become a patron of the Arts Council. If a new affiliate comes under the Council's umbrella or a new president of an affiliate is elected, and the Council is at the maximum of 11 board members, the Council President will designate one of the current board members to serve as liaison.

Section 2. The term of office for any elected Director will be for three years. Directors may serve for more than one three-year term but not more than three. At the end of the first term, there will be an option to renew for another 3-year term if both the board member and the board are happy to continue. The President will consult with each board member at the end of their term to determine if they will renew their board membership or not. Director's terms will be staggered so that no more than 1/3 of the number of directors will end their term in a given year. If a director serves three terms, he or she could be invited to serve for another three-year term only after having been off of the board for at least one year. Filling a Board vacancy of less than three years shall not be considered a full term. Thus, a director is eligible for three three-year terms immediately upon serving the initial vacant term.

Section 3. Any vacancies occurring during the term of any Director will be filled immediately by vote of the Board. The replacing Director will serve the balance of the unexpired term of that Director.

Section 4. Officers of the Board will be elected by the Directors at their February Board Meeting.

Section 5. The duties and powers of the Board of Directors will be to:

- a. Initiate, control, and supervise the activities of the Council in such a manner as to accomplish the purposes of this organization, as stated in Article II of the Council By-laws.
- b. Make and change regulations for the management of the business and affairs of the Council.
- c. Purchase and otherwise acquire for the Council any property, rights, or privileges which the Council is authorized to acquire.
- d. Fix and change yearly dues and notify the membership of these changes.

Section 6. Resignation Or Termination – Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from office by a three-fourths vote of the remaining directors if he/she has three unexcused absences from Board Meetings and/or special events within a year. Notification will be made in writing to any Board member prior to termination. The Board member will have 7 days to request a meeting with the Board to appeal the termination.

Section 7. Conflict of Interest. No Board member will vote on any item of business in which she or he has a vested interest. The official minutes will reflect any abstaining votes.

ARTICLE VII. Officers

Section 1. Officers of the Council Executive Committee will consist of a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The duties and powers of the Executive Committee Officers will be as follows:

- a. The President will have the power to:
 1. Preside at all meetings of the Executive Committee, Board of Directors, and the general membership unless a chairperson has been designated to preside at one of these functions.
 2. Call all special meetings.
 3. Take appropriate actions to carry out the resolutions and directions of the Board of Directors.
 4. Appoint committees, with the approval of the Board of Directors.
 5. Accept or dissolve affiliate groups, with the approval of the Board of Directors.

6. Conduct the business of the Council between meetings, with the concurrence of the Board of Directors.
 7. Serve as Chairman of the Program Committee.
 8. Work in conjunction with the Treasurer to create the annual budget report.
 9. Submit an annual report with financials of all affiliates to the Pennsylvania Partners for the Arts by January 15.
 10. Write out and sign checks in the absence of the Treasurer.
 11. Prepare annual 990 IRS form and mail by May 15th of each year.
 12. Create and set the annual calendar of events.
- b. The Vice-President will have the power to:
1. Assume all duties and powers of the President in his/her absence.
- c. The Secretary will have the power to:
1. Keep and distribute appropriately accurate minutes of all meetings of the Board of Directors.
 2. Collect and distribute reports from committees, affiliates, and officers to the Board of Directors prior to Board Meetings.
 3. Advise the members of special meetings.
 4. Carry out the correspondence of the Council not delegated to other officers or committees.
 5. Serve as the Council's Historian.
- d. The Treasurer will have the power to:
1. Collect and keep in proper custody all funds of the Council and to expend such funds only in the manner and for the purposes designated by the Board of Directors.
 2. Arrange for an annual audit to be conducted by March of each year.
 3. Serve as the chairperson of the budget committee, and create the annual budget report, in conjunction with the President.

Section 3. President and Treasurer will be bonded as President is authorized to sign checks in the absence of Treasurer.

ARTICLE VIII. Committees and Affiliates

Section 1. Regular committees for Budget, Membership, Programs, and Publicity will be appointed by the President with the concurrence of the Board of Directors.

Section 2. Special committees will be created by the President with the approval of the Board as needed and will be dissolved if and when they have served their usefulness.

Section 3. The Board recognizes the following self-supporting affiliates:

- a. The Corry Area Arts Council Auxiliary will be an affiliate under the umbrella of the Council.
- b. The Corry Artists' Guild will be an affiliate under the umbrella of the Council.
- c. The Corry Community Theater will be an affiliate under the umbrella of the Council.
- d. C4Uth – Creativity for Youth will be an affiliate under the umbrella of the Council.

Section 4. The number of affiliates will not be set at four. Others can be added in the future or dissolved if and when they have served their usefulness. All affiliates must be self-sustaining.

Section 5. All committee chairpersons, affiliate representatives, or board liaisons will prepare monthly reports and send them to the Secretary of the Council for distribution to the board prior to the meetings. Reports from affiliates will include monthly financials and bank statements.

Section 6. All committee chairpersons, affiliate representatives, or board liaisons will prepare and submit their annual report to the Treasurer of the Council by January 2.

Section 7. As the fiscal sponsor, the Council will receive 4% of any grant applied for and received by the affiliates to cover expenses for receiving and processing pass-through grants.

Section 8. Active affiliates must share in the costs of publicity, advertising, maintaining the website, printing the brochure, and procuring insurance as well as preparing the annual filing of the 990 tax form.

Section 9. Should an affiliate become inactive for a period of six months or more, the Council reserves the right to approach the chairperson to request an action plan. If no action plan is presented within 60 days, and/or the chairperson communicates that he/she is unable to continue to lead the affiliate, the board has the right to appoint a new chairperson.

ARTICLE IX. Meetings

Section 1. An annual dinner-meeting of the general membership will be held in January. There will be at least ten days' notice of the annual meeting. At this time, a report of activities of the previous year will be presented as well as plans for the upcoming year.

Section 2. Board of Directors' meetings will be held on a regular basis, not less than ten times a year, at a time and place previously designated by the President. The calendar for such meetings is set at the beginning of each year. At least seven days prior to each meeting, a reminder will be sent with reports pertinent to that meeting. These meetings will be for the purpose of brainstorming and discussing next steps. A majority of elected members of the board must be present to constitute a quorum to vote on any business at these meetings.

Section 3. Special meeting will be called by the President or by one-third of the Board of Directors. Three days notice will be given by the Secretary.

ARTICLE X. Amendments

Section 1. By-laws may be amended, altered, repealed, or restated as follows:

- a. Proposals to amend these By-Laws may be submitted at any regular meeting of the Board of Directors or special meeting duly convened after notice to the directors of that purpose. The proposal or proposals submitted will be reviewed by a By-Law Committee appointed for that purpose by the Board president.
- b. The By-Law Committee shall make its recommendations on the proposed amendment or amendments at a subsequent meeting of the Board of Directors, the notice of which must contain the particular By-Law amendment(s) which will be considered.
- c. If approved by a two-thirds (2/3) vote of the total number of directors then eligible to vote at the subsequent meeting, the amendment or amendments shall be considered adopted by the Board of Directors.

Section 2. No amendment shall be made to these by-laws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.

Section 3. All amendments shall be consistent with the Articles of Incorporation.

Article XI: Document Retention Policy

Section 1. The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Corry Area Arts Council, Inc records.

Section 2. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

Section 3. From time to time the Council may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance.

- a. Corporate records include the corporation's Articles of Incorporation, By Laws, the IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- b. Tax records should be retained for at least seven years from the date of filing the applicable return. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues.
- c. Board and Board committee meeting minutes should be retained for no less than three years.
- d. Legal documents should be maintained for a period of 10 years.
- e. Copies of contracts should be retained for at least 3 years beyond the life of the contract.
- f. Correspondence should be saved for two years.
- g. Bank reconciliations, bank statements, deposit slips and checks should be kept for three years.
- h. Expired insurance policies, insurance records, accident reports, and claims should be kept permanently.
- i. External audit reports should be kept permanently. Internal audit reports should be kept for 3 years.

ARTICLE XII: Whistleblower Policy

Section 1. Corry Area Arts Council, Inc requires and encourages directors to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. They must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Section 2. If anyone reasonably believes that some policy, practice, or activity is in violation of law, a written complaint must be filed by that person with the president or vice president of the board.

Section 3. Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 4. The Council shall not retaliate against anyone who in good faith has made a protest or raised a complaint against some practice or activity.

Section 5. Person filing such a complaint is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Council and provides the Council with a reasonable opportunity to investigate and correct the alleged unlawful activity.

ARTICLE XIII: Dissolution

Section 1. In the event that this organization should be dissolved for any purpose whatsoever, all assets of the Council, upon concurrence of the Board of Directors, will be transferred to one of more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that the above stated By-laws of Corry Area Arts Council were approved by the Board of Directors on Dec 1, 2015 and constitute a complete copy of the By-laws of the corporation.

Secretary: Karen M. Silvis
Karen Silvis

Date: January 16, 2016