

ArtWorks on the Summit

Bylaws Revised November 2018

1) **NAME:**

a) The name of the Gallery shall be *ArtWorks on the Summit* hereinafter referred to as ArtWorks.

2) **MISSION:**

- a) *ArtWorks* is committed to educating, identifying, and encouraging the work of our regional artists and artisans focusing on work that reflects our inspiring environment, strengthens our cultural heritage, and ignites our passion for art in our community.
- b) *ArtWorks* is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) **VISION:**

a) *ArtWorks* is committed to encouraging art in our community through education and by supporting our regional artists and artisans through the display and promotion of original work.

4) **LOCATION:**

a) *ArtWorks* shall be located at 54 N. Fraley Street, Suite 2, Kane Pennsylvania 16735

5) **ARTWORKS BOARD OF DIRECTORS (ROUND TABLE):**

- a) The ArtWorks Board of Directors, also known as the Round Table, shall manage the business and affairs of the corporation
- b) The Board of Directors is made up of artists, art supporters and/or community leaders. The board guides the mission and the activities of ArtWorks.
- c) Meetings are open to any interested artists and supporters, but decisions are made by the voting directors.
- d) The ArtWorks Board of Directors shall be supervised by the following Officers (Chairs):
- i) • **Chair** - The Chair shall be the chief executive officer, shall supervise all ArtWorks functions, preside at Round Table meetings, and ensure that decisions made during such meetings are carried out.
 - ii) • **Vice Chair** – Shall act in all cases for the Chair in the latter's absence or incapacity and shall perform other duties as required from time to time..
 - iii) • **Secretary** - Shall conduct correspondence for ArtWorks and for the gallery, shall record all votes,
 - iv) maintain minutes of all Board meetings, and distribute minutes to directors as requested.
 - v) • **Treasurer** - Shall have custody of the corporate funds and shall keep full and accurate accounts or receipts and disbursements in books belonging to the corporation. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and Directors, at regular meetings of the Board or when required by the Board, an account of all transactions and of the financial condition of the corporation. Treasurer shall pay gallery bills and make regular bank deposits; shall ensure that all out-going checks carry two signatures. All funds shall be handled accurately, fairly, and legally.
 - vi) **ArtWorks** shall keep an original or duplicate record of the proceedings of the Directors, the original or copy of its Bylaws, including all amendments to date, certified by the Secretary of the corporation, and an original or duplicate Board register, giving the names of the Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account that shall be reviewed on an annual basis. The records provided for herein shall be kept at the registered office of the corporation, or at its principal place of business.
 - vii) • **Directors**
 - (a) The business and affairs of this corporation shall be managed by its Board of Directors. The numbers shall not exceed 15.
 - (b) Directors shall be nominated and designated to serve on the Board. Minimum qualifications to serve shall include active participation in the workings of the organization and membership in good standing.
 - (c) Directors actively participate by sharing organizational responsibilities as section chairs and/or staffing

- (d) Directors have been accepted by the membership section and signed an artist's contract with the gallery.
- (e) Status shall be maintained by fulfilling the terms of the most current Gallery-Artist Contractual Agreement.
- (f) There shall be no limit to the number of terms a director may serve.
- (g) Directors may amend Bylaws as needed, by a majority vote.

e) **ELECTION OF LEADERSHIP:**

- i) Officers and Section Chairs shall be elected by a majority of the Directors present at an annual meeting in January.
- ii) Nominations for officers from the floor shall be included in the vote.
- iii) **Officers** shall serve one-year terms, from January to January. There shall be no limit to the number of terms an officer may serve.
- iv) The ArtWorks Board of Directors shall oversee Contractual Agreements, and make modifications as needed, within the guidelines of the Bylaws. The Board of Directors reserves the right to change the agreement after 90 days and upon 30 days written notice to all members.

6) **MEMBERSHIP:**

- a) The corporation shall have no members. All powers, obligations and rights reside in the Board of Directors.

7) **MEETINGS OF THE BOARD OF DIRECTORS (ROUND TABLE):**

- a) A minimum of two in-person meetings shall be held annually.
- b) All votes are decided by majority of the Directors present.
- c) Meetings may include reports and proposals from each section. Proposals are passed by majority vote.
- d) Chairs and officers shall meet as needed.
- e) Meetings may be conducted in person or via email.
- f) Special meetings may be called as necessary.
- g) Notice of Meetings of the Board shall be given to each Director at least five days prior to the meeting date.
- h) Quorum for the transaction of business shall consist of two-thirds of the number of current board members. The acts of a majority of directors present shall be the actions of the Board of Directors.
- i) The Board of Directors may establish one or more committees to consist of one or more Directors of the corporation to report back to the board on matters within the committee's jurisdiction.
- j) All meetings are public and will be held as set forth in these By-Laws. Notification of any special meeting must be given one-week minimum prior notification to the membership, except for extreme emergency.
- k) Any member can be removed for just cause (non-compliance of the By-laws, violation of Artist Contract, unreasonable conduct) to be decided by a majority vote.

8) **AMENDMENTS:**

- a) The Board of Directors may alter, amend, suspend or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by the Pennsylvania Non-profit Corporation Law.

9) **OBLIGATIONS**

- a) **DUES:** All persons participating in the ArtWorks gallery shall pay a yearly, nonrefundable fee established by the Board of Directors and are required to make a commitment of at least one year.
- b) All persons participating in the ArtWorks gallery shall abide by the Artist Contract as set forth by the Board of Directors.

10) **INSURANCE -- THEFT/DAMAGE:**

- a) Theft and damage are not covered. Artists are encouraged to provide theft/damage insurance through their own broker.

11) **LIMITED LIABILITY OF DIRECTORS:**

- a) A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under

section 8363 of the Directors' Liability Act and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal Law.

12) LIMITATIONS:

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

13) GRIEVANCES:

- a) Any artist or director who has a grievance shall submit the grievance in writing to the ArtWorks Board of Directors.

14) DISSOLUTION:

- a) If dissolution becomes necessary, a majority of the total voting membership shall decide and dispose of all assets.
- b) On dissolution assets will be transferred to another nonprofit organization for the promotion of the arts in the McKean County region.
- c) assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 Competent Jurisdiction of the county in which the principal office of the corporation 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 purposes.

In witness whereof, we have hereunto subscribed our names this _____ day of _____, 20_____.

November 18, 2018 Board of Directors Signatures:

Colette Anderson

Peggy Houser

Janine Smith

Mary Coudriet

Jack Northrop

Greg Souchik

Diane DeLarme

Jessica Porter

Madeline Stanisch

Cheryl Doyle-Skinner

Merriam Ryding

Betsy Wile

Joe Feikls

Cathy Sirianni

ArtWorks 2018

Officers:

Chair: Merriam Ryding
Vice Chair: Joe Feikls
Secretary: Peg Houser
Treasurer: Betsy Wile

Section Chairs:

Publicity: Cathy Sirianni
Staffing: Colette Anderson
Display: Merry Ryding/Joe Feikls
Programs/Outreach: Peg Houser
Membership: Betsy Wile

Directors (Board):

Colette Anderson
Mary Coudriet
Diane DeLarme
Cheryl Doyle-Skinner
Joe Feikls
Peggy Houser
Jack Northrop
Jessica Porter
Merriam Ryding
Cathy Sirianni
Janine Smith
Greg Souchik
Madeline Stanisch
Betsy Wile

2018 ArtWorks Participants:

Colette Anderson
Connie Bahan
Val, Roly, Geno Boni
Jake Carnahan-Curcio
Mary Coudriet
Diane DeLarme
Cheryl Doyle-Skinner
Dennis Driscoll
Denise Drummond
Joe Feikls
Liza Greville
Peggy Houser
Kari James
Kayce James
Dawn Johnson
Jack Northrop
Gary O'Hara
Jessica Porter
Merriam Ryding
Cathy Sirianni
Janine Smith
Greg Souchik
Madeline Stanisch
Quinn Stewart
Betsy Wile