

DELAWARE VALLEY ARTS ALLIANCE, Inc.

BYLAWS

As amended June 8, 1995

ARTICLE I: Name

The corporation shall be known as the Delaware Valley Arts Alliance, Inc.

ARTICLE II: Purpose

Delaware Valley Arts Alliance (DVAA) is a not-for-profit membership organization chartered under the laws of the State of New York in 1976. Its purpose is to develop opportunities for area residents to be involved in and have access to the arts; and to provide services to artists and arts groups in Sullivan County and the Upper Delaware Valley.

ARTICLE III: Membership

Any individual, group organization, business or corporation interested in the same or similar purposes as DVAA may become a member upon payment of dues.

ARTICLE IV: Dues

SECTION 1

Dues for all categories of membership shall be paid annually. The amount and schedule of dues payments will be determined by the Board.

SECTION 2

Members shall have thirty (30) days to pay their dues from the time they are notified by DVAA. If payment is not made within the next thirty (30) days, their membership will be terminated.

ARTICLE V: Meetings

The membership of the Delaware Valley Arts Alliance shall be invited to an annual meeting to review the annual report and vote for the Board of Directors. Written notice of the annual meeting shall be given to each member at least ten (10) days before the date of the meeting.

ARTICLE VI: Board of Directors

SECTION 1

Membership on the Board of Directors shall include persons who represent the diverse characteristics of the Delaware Valley Arts Alliance's constituency and who are supportive of DVAA's goals.

SECTION 2

The Board of Directors shall consist of not less than ten or more than twenty members to be responsible for any properties, to conduct the business and to direct the policies of DVAA.

SECTION 3

Board members shall be dues paying members of the Delaware Valley Arts Alliance. Paid staff shall not serve on the Board of Directors.

SECTION 4

New members of the Board of Directors shall be elected at the annual meeting from a slate presented by the Board Development Committee in the last quarter of the fiscal year. At least 1% of the membership must vote for the vote to carry.

SECTION 5

Term of office for members of the Board of Directors shall become effective following the annual meeting and shall be for three (3) years.

(Article VI continued on next page)

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(Article VI, Board of Directors, continued)

SECTION 6

Duties:

Individual Board members shall serve on at least one committee of the Board and participate in the

fund raising activity of the Delaware Valley Arts Alliance.

The Board of Directors shall:

- establish policy, budgets and procedures for the Delaware Valley Arts Alliance.

- establish the dates, times and places of the meetings of the full membership.

- approve formation of and monitor progress of all committees.

- review quarterly financial reports.

- arrange for an independent annual audit.

- be responsible for long range planning for the DVAA.

- employ the Executive Director who shall manage, on a day to day basis, the activities of the DVAA the established policies, budgets and procedures.

- review the annual report prepared by the Executive Director.

- plan and execute such other appropriate measures to best promote the purposes of and to

financially stabilize the Delaware Valley Arts Alliance.

Meetings:

Regular meetings of the Board of Directors shall be held at times and places as may be determined by the Board of Directors but not less than four (4) times per year.

Notice of dates of all scheduled meetings for the year shall be given to each Board member at the beginning of the fiscal year.

Special meetings of the Board may be called at the discretion of the President.

Attendance:

Any member of the Board of Directors who shall have four (4) consecutive absences from regular meetings of the Board shall be deemed to have resigned and shall be notified by the Secretary.

Resignations:

Any resignation from the Board of Directors shall be in writing and shall be sent to the President.

Vacancies:

In case of any vacancies occurring on the Board of Directors, a successor to fill the unexpired term may be elected by a majority of the remaining Directors. Recommendations for candidates to fill such vacancies shall be made by the Board Development Committee.

ARTICLE VII: Officers of the Board of Directors

SECTION 1

The officers of the Delaware Valley Arts Alliance Board of Directors shall be a President, at least one Vice-President, Secretary and Treasurer.

SECTION 2

The officers shall be elected by the Board of Directors from a slate provided by the Board Development Committee.

SECTION 3

The term will begin immediately following the election and shall be for one year.

SECTION 4

Should vacancies occur, the President shall be empowered to appoint a Director, with the approval of the Executive Committee, to any vacant office.

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(Article VII, Officers of the Board of Directors, continued)

SECTION 5

The duties of the officers of the Board of Directors shall be as follows:

President: The President shall preside at the meetings of the Delaware Valley Arts Alliance, the Board of Directors and the Executive Committee; shall act as the general volunteer officer of the DVAA; and shall perform such other duties as are related to the office of President. The President shall serve as a member ex-officio of all committees.

Vice-President: The Vice-President shall assume all powers and duties of the office of President in the absence of the President. The Vice-President shall serve on the Executive and Board Development Committees and shall perform all duties assigned by the President or the Board of Directors.

Secretary: The Secretary shall record the proceedings of all meetings and shall handle the correspondence of the Board of Directors. The Secretary shall serve on the Executive Committee and shall perform other duties assigned by the President or the Board of Directors.

Treasurer: The Treasurer shall be responsible for the finances of the corporation, shall serve on the Executive and Finance Committees, shall be responsible for presenting quarterly financial statements to the Board of Directors, presenting annual financial statements to the membership, and shall perform other duties assigned by the President or the Board of Directors.

ARTICLE VIII: Committees

SECTION 1

There shall be the following standing committees:

- Executive
- Board Development
- Facilities
- Finance/Audit
- Fund raising
- Program/Planning

In addition, the President may appoint ad hoc committees from time to time as needed. With the exception of the Executive Committee, the acting chairpersons of standing committees shall be a member of the Board of Directors appointed by the President, until such time as the committee elects a permanent chairperson.

SECTION 2

Executive Committee

The Executive Committee shall be composed of elected officers of the Board and up to four (4) other members of the Board chosen by a majority of the Board. The responsibilities of the Executive Committee shall be to:

a) act with full authority of the Board of Directors when the Board is not in session. Such action shall be reported to the Board at the next regular meeting.

b) confer with the Executive Director regarding execution of duties, personnel matters and meeting agendas.

c) review the budget and committee reports before the annual meeting.

d) be the personnel committee of the Board.

Quorum: A quorum for the Executive Committee shall consist of any two (2) officers plus one Director at large, provided one of the officers is the President or Vice-President.

(Article VIII continued on next page)

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(Article VIII, Committees, continued)

SECTION 3

Board Development Committee

The duties of the board Development Committee are to:

- a) maintain a roster of qualified individuals to be considered for Board, committee and decentralization panel membership and participation.
- b) prepare a slate of candidates to fill vacancies on the Board of Directors according to the procedures described above.
- c) recruit and train Board members throughout the year as needed and assist in staffing committees and the decentralization panel.
- d) prepare and present a slate a officers to the Board of Directors.

SECTION 4

Finance Committee

The duties of the Finance Committee are to:

- a) oversee the annual budget preparation and to present it for the Board of Directors' approval.
- b) study and make recommendations to the Board regarding the financial policies and any proposed fund raising projects.
- c) recommend auditors to the full Board.
- d) make recommendations regarding loans, investments, mortgages, etc.

SECTION 5

Program/Planning Committee

The duties of the Program/Planning Committee are to:

- a) define and report annually a program goal of comprehensive, maximum, ideal arts programs and services in and for the entire DVAA area.
- b) monitor and evaluate current programs and services in light of the proposed pattern above.

c) encourage and help initiate new or expanded programs and services as needed and as possible.

d) evaluate the adequacy of the current staff structure and propose modification, expansion or

further development of program staff.

SECTION 6

Facilities Committee

The duties of the Facilities Committee are to:

a) monitor facilities' development and set priorities.

b) oversee capital expansion.

c) develop capital campaigns.

d) set policies for the use of facilities by members and non-members of the Delaware Valley

Arts Alliance.

e) review lease agreements, and insurance, safety and security provisions.

SECTION 7

Fund raising Committee

The duties of the Fund raising Committee are to:

a) analyze the overall fund raising needs of the Alliance.

b) set fund raising goals based on those needs.

c) engage the Board in meeting the fund raising goals with fund raising activities that include

membership campaigns, special events, board giving campaigns, etc.

(Bylaws continued on next page)

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ARTICLE IX: Quorums

-A quorum for the Board of Directors shall be 50%.

-A quorum for the Executive Committee shall be any two officers plus one Director, provided one of the officers is the President or Vice-President.

-A quorum for all other committees shall be 50% of the members.

ARTICLE: X Fiscal Policies

The Fiscal Year of the corporation shall begin on July 1 of each year and shall end on June 30th the following year.

ARTICLE: XI Indemnification

The corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threaten to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was an associate Director, officer or other agent of the corporation, or of any other organization served by him in any capacity at the request of the corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE: XII Dissolution

The dissolution of the Delaware Valley Arts Alliance may take place as provided in the Not-For-Profit Corporation Law of the State of New York, as presently existing or as hereinafter amended.

ARTICLE: XIII Amendments

These Bylaws may be amended by a majority vote of the Board of Directors present, provided a copy of the proposed amendments shall have been sent to each member at least ten (10) days prior to a regular or special meeting of the Board of Directors of the Delaware Valley Arts Alliance.

ARTICLE: XIV Parliamentary Authority

Roberts Rules of Order, Newly Revised, shall be the authority for any rules of order not covered in the Certificate of Incorporation or Bylaws.