

Quincy Valley Allied Arts By-Laws

ARTICLE 1. OFFICES

The principle office of the corporation shall be located in Quincy, Washington. The corporation may have such other offices at other locations as the Board of Directors may designate.

ARTICLE 2. PURPOSES

2.1 Purpose

The purposes for which the corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended.

The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Nonprofit Corporation Act of the State of Washington. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise 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 any candidate for public office.

2.2 The purposes of the corporation are promoted through and are governed and qualified by the basic policies set forth in Article III.

ARTICLE 3. BASIC POLICIES

3.1 The corporation shall be noncommercial, nonsectarian, and nonpartisan.

3.2 The name of the corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the corporation.

3.3 The corporation may cooperate with other organizations and agencies concerned with public ownership of electric utilities or other energy and community resources but persons representing the corporation in such matters shall make no commitments that bind the corporation.

ARTICLE 4. MEMBERSHIP & DUES

4.1 Any individual who subscribes to the purposes and basic policies of the corporation may become a member of the corporation subject only to compliance with the provisions of the Bylaws. Membership in the corporation shall be available without regard to race, color, creed, sex or national origin.

4.2 The corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.

4.3 Only members in good standing of the corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

4.4 Each member of the corporation shall pay annual dues and shall receive benefits as established by the Board of Directors.

4.5 There shall be five types of members; Honorary Lifetime member, Corporate Sponsor, Benefactor, Sponsor, and Friend.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers

A Board of Directors shall manage the affairs of the corporation. The power to form special committees and appoint their members rests with the corporation and the Board of Directors.

5.2 Number

The Board shall consist of not less than 6 nor more than 15 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment of these Bylaws, provided no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Number of Directors may be changed from time to time by unanimous approval of the Board of Directors.

5.3 Qualifications

Directors shall be members of Quincy Valley Allied Arts and supporter of the Arts. Directors may have such other qualifications as the board may prescribe by amendment to these Bylaws.

5.4 Elections of Directors

Successor Directors of the corporation shall be elected each year by receiving a favorable vote of a majority of the members present at the annual meeting of the Board.

5.5 Term of Office of Directors

The terms of directors shall be staggered so the Board may operate smoothly without major disruption due to the election of new members. Each member of the Board of Directors shall be elected to a one (1) year term; the President and Vice President shall each be elected to a two (2) year term; Treasurer and Secretary shall each be elected to a three (3) year term. Terms shall coincide with the annual meeting held in October of each year.

5.6 Duties of Directors

The Board of Directors may:

- Hold meetings at such times and places as it thinks proper
- Appoint committees on particular subjects from the members of the Board, from other members of the corporation, or from the community at large.
 - Audit bills and disburse the funds of the corporation
 - Print and circulate documents and publish articles
- Carry on correspondence and communicate with other associations
 - Employ agents
- Devise and execute such other measures as it deems proper and expedient to promote the objectives of

the corporation and to best protect the interests and welfare of the members.

Provided, however, nothing in the foregoing shall empower the Board of Directors to do any act or any thing in contravention of the provisions of the Article of Incorporation, or which does not in fact benefit or support the purpose of the corporation identified in section 3 of the Articles of Incorporation.

ARTICLE 6. MEETINGS

6.1 Annual Meeting

The annual meeting of the corporate members for the election of Directors and for the transaction of such business as may properly come before the meeting shall be held in October of each year. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each director and member of Quincy Valley Allied Arts at least ten days before the time appointed for the meeting.

The annual meeting of the corporation shall be held not later than the 31st day of October of each year at the corporate offices in Quincy, Washington, unless otherwise provided by the corporation or by the Board of Directors. Ten days notice shall be given of change of specific date and time of the annual meeting.

6.2 Regular Meetings

By resolution, the board may specify the date, time and place for the holding of regular meetings without other notice.

6.3 Special Meetings

The President or Secretary, at the written request of a majority of the Board, may issue a call for a special meeting of the Board, and only five days notice shall be required for such special meetings.

6.4 Place of Meetings

All meetings shall be held at any location designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

6.5 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the president and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day.

6.6 Absence

Directors of the Board shall notify the President or Secretary in advance of a scheduled meeting should they be unable to attend for any reason. Lack of such communication will result in an unexcused absence.

Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board without sending a communication, his/her seat on the Board may be declared vacant and the President may proceed to fill the vacancy. A written excuse may be sent to the Board declaring reason(s) for absence for review and reconsideration.

6.7 Vacancies

A vacancy in the position of Director may be filled by an affirmative vote, within 60 days after the vacancy, of a

majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the un-expired term of his or her predecessor in office.

6.8 Removal of Directors

In the event the Board of Directors shall deem the removal of one of its members would be in the best interest of Quincy Valley Allied Arts, such director may be removed at any time by a vote of two-thirds of the Board of Directors present at any regular meeting of the Board of Directors or any special meeting called for that purpose. Such removal shall be without prejudice.

ARTICLE 7. COMMITTEES

7.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such committees shall have specific duties as designated by the Board of Directors. No committee shall have the authority to:

- a. amend, alter or repeal these Bylaws
- b. elect, appoint or remove any member of any other committee
 - c. adopt a plan not authorized by the Board of Directors
- d. authorize the sale, lease or exchange of property or assets of the corporation
- e. distribute publication or information unauthorized by the Board of Directors
- f. misrepresent the integrity of the corporation in acting or manner
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The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board or any individual Director of any responsibility imposed upon them by law.

The Chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

7.2 Removal of Committee Member

The Board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

7.3 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 8. OFFICERS

8.1 Number and Qualifications

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and Purchasing Agent, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such a period have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title the Board deems appropriate. Any two or more offices

may be held by the same person, except offices of President and Secretary.

8.2 Election and Term of Office

Officers of the Board shall be selected by the sitting board and confirmed by vote of the membership at the annual meeting in October. Officers shall assume their official duties following the close of the annual meeting and shall serve for the required length of term and until the election and qualification of their successor as stated in these Bylaws.

8.3 Resignation

Any officer may resign at any time by delivering written notice to the president, Vice President, or Secretary of the Board, or by giving oral or written notice at any meeting of the Board.

8.4 Removal

Any officer or committee person elected or appointed by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice.

8.5 Vacancies

A vacancy in the office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the un-expired portion of the term or for a new term established by the Board.

8.6 President

The President shall preside over meetings of the corporation and of the Board. The President may perform such other duties as may be prescribed by these Bylaws or assigned to him/her by the corporation or by the Board of Directors; shall coordinate the work of the officers and committees of the corporation in order that its purposes may be promoted; and shall sign, with any other officers or person authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and executions thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the corporation as shall be required by law to be otherwise signed or executed. Original signature not required; i.e. faxed/electronic signature(s) may be accepted.

The President shall be a member ex officio of all committees except the nominating committee.

8.7 Vice President/President Elect

The Vice President shall act as aid to the President and shall perform the duties of the President in the absence or inability of that officer to act. The Vice President will assume the role and duties of President at the end of the Presidents term or if the acting Presidents term is prematurely ended.

8.8 Secretary

The Secretary shall:

- a. record the minutes of all meetings of the corporation and of the Board of Directors and shall perform such other duties as may be delegated to him/her

- b. maintain the addresses of the Board of Directors, Committee Chairperson, and Members
- c. conduct the internal correspondence of the corporation and see all notices are duly given in accordance with the Bylaws as required by law.

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8.9 Treasurer

The Treasurer shall:

- a. have custody of and be responsible for all funds and securities of the corporation
 - b. keep a full and accurate record of receipts and expenditures
- c. make disbursements in accordance with the approved budget, as authorized by the corporation or the Board of Directors
- d. present a financial statement at every meeting of the corporation and at other times when requested by the Board of Directors and make a full report at the annual meeting.
 - e. be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.
 - f. present for approval a proposed budget for each Quincy Valley Allied Arts production

An auditor or an auditing committee of not less than three (3) members shall examine the Treasurer's accounts annually. When satisfied the Treasurer's annual report is correct, they shall sign a statement testifying to that fact. The Board of Directors shall appoint the auditing committee at least two (2) weeks before the annual meeting.

8.10 Purchasing Agent

The Purchasing Agent shall:

- a. Maintain an inventory of props, supplies and equipment for use in QVAA productions, exclusive of costumes and office supplies
- b. Purchase, with the approval of the Board of Directors, such new and/or replacement equipment as is required for QVAA productions
 - c. Be issued a QVAA credit card to be used for the purchases set out above, which card shall be surrendered to the Treasurer immediately upon the Purchasing Agent's resignation from the Board of Directors, expiration of his or her term as Director, or any removal pursuant to 8.4 above.

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8.11 Duties of Officers

- a. Perform the duties of 8.11
- b. Deliver to their successors all official material not later than ten (10) days following the election of their successors.
- c. In addition to the officers herein provided for, the Board of Directors may appoint and fix the duties and salaries or compensation of any attorney or attorney-in-fact, general manager and other such agents and employees as it may deem necessary to carry on the business of the corporation.
- d. The President, Vice President, and Treasurer shall be authorized signers on the QVAA bank account. Upon the elections of such officers, each newly elected officer shall promptly go to the bank and sign the signature card.

- e. A corporate Credit Card shall be issued to the President, Secretary and Purchasing Agent, and that upon the expiration of such Officer's term or his/her resignation, the said Officer shall immediately surrender the credit card to the Treasurer and the Treasurer shall make arrangements for a card to be issued to his or her successor.

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8.12 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 9. SEAL

The corporation shall not have a corporate seal.

ARTICLE 10. ACTION WITHOUT A MEETING

Any action required by the Bylaws, the Articles of Incorporation, or the laws of the State of Washington to be taken at a meeting of Directors of the corporation or any action which may be taken at a meeting of the Directors may be taken without a meeting if consent, either verbally, in writing or by electronic communication, sets forth the action to be taken.

ARTICLE 11. ADMINISTRATIVE PROVISIONS

11.1 The fiscal year of the corporation shall commence on the 1st day of January and end on the 31st day of December each year.

11.2 Loans are prohibited: the corporation shall make NO loan to any officer or any Director.

ARTICLE 12. AMENDMENTS

These By-laws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws at any regular or special meeting of the Board of Directors of this corporation.

ARTICLE 13. EFFECTIVE DATE

The effective date of these Bylaws is October 18, 2012.

CERTIFICATION

I hereby certify that the foregoing Bylaws were presented and adopted by the Board of Directors of the corporation on the 18th day of October, 2012 at which a quorum was present and voted.