

**AMENDED & RESTATED BYLAWS**  
**OF**  
**CITIZENS FOR THE ARTS IN PENNSYLVANIA**  
**A Pennsylvania Nonprofit Corporation**  
**November 18, 2019**

**ARTICLE I**

**Name**

- 1.1 The name of this Corporation is Citizens for the Arts in Pennsylvania.

**ARTICLE II**

**Purposes and Mission**

- 2.1 The purposes of the Corporation are exclusively for charitable and educational purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act to impair its eligibility for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.
- 2.2 The mission of the Corporation is advancing the arts in Pennsylvania through advocacy, programs, and services.

**ARTICLE III**

**Office**

- 3.1 The principal office of the corporation shall be at a location as the Directors may from time to time determine.
- 3.2 The Corporation may also have offices at such other places as the Directors may select.

**ARTICLE IV**

**Seal**

- 4.1 The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words Corporate Seal, Pennsylvania 1986.

**ARTICLE V**

**Members**

- 5.1 The Corporation shall have no members. The Corporation may designate contributors and others participating in the activities of the Corporation as

"members", but such persons shall have no rights of members under the Pennsylvania Nonprofit Corporation Law of 1988 ("NCL"). The Directors shall have all powers and duties for the conduct of the activities of the Corporation.

## **ARTICLE VI**

### **Directors**

- 6.1 The Board of Directors shall consist of not less than seven (7) nor more than twenty-five (25).
- 6.2 Directors will be broadly representative of a cross-section of the artistic community of the Commonwealth of Pennsylvania, including the various artistic disciplines, as well as business, labor, and educational communities of the state. This Corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate based on race, physical handicap, sex, color, religion, sexual orientation, or age.
- 6.3 The election of Directors shall occur at the annual meeting of the Board of Directors (or other regular or special meetings of the Board of Directors deemed necessary to fill vacancies or newly created directorships) upon recommendation from a slate of nominees recommended by the Board Governance Committee. Except as otherwise provided herein, the Directors shall serve for a term of three (3) years or until their successors are duly elected and shall qualify. The Board of Directors shall be divided into three (3) classes so that approximately one-third of the Directors are elected annually. Directors may be elected for consecutive terms; provided, however, that the maximum number of consecutive terms for which any Director may be elected shall be three (3). After serving three (3) such consecutive terms a Director, after a one year hiatus, may again serve as a Director, subject to a renewed three (3) term limit on the number of consecutive terms for which any such Director may be elected.
- 6.4 The Directors shall have all powers and authority necessary for the management of the business of the Corporation, including the power to borrow money, or to purchase, sell, lease, or otherwise dispose of any real estate.
- 6.5 The annual meeting of the Directors shall be held upon ten (10) days notice to each Director.
- 6.6 Regular meetings of the Directors shall be held at such time and place as shall be designated by the Chair or as agreed upon by a majority of the Directors.
- 6.7 Special meetings of the Directors may be called by the Chair or by any three (3) Directors at any time. At least ten (10) days' written notice stating the time, place, and purpose of any special meeting shall be given to the Directors.
- 6.8 At any meeting, annual, regular, or special, each Director shall be entitled to one vote in person. No Director shall be entitled to vote at more than one regional

meeting. The presence in person of a majority of the current Directors shall constitute a quorum of the Board. All votes shall be recorded.

- 6.9 Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by a majority of the members of the Board of Directors eligible to vote or all members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.
- 6.10 Use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board of Directors for any meeting of the Board or of a committee thereof and such use shall be deemed to be permitted unless and until the Board shall have taken affirmative action by majority vote of all Directors to restrict such use. If permitted, any one or more Directors shall participate in a meeting of the Board of Directors or of a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.
- 6.11 If minutes of the prior meeting are forwarded to the persons entitled thereto with notice of the meeting, whether a meeting of the Board or of a committee of the Board, each Director or committee member shall be presumed to have assented to such minutes unless objection thereto shall be made to the Secretary at or before the meeting to which the notice applies.

## **ARTICLE VII**

### **Officers**

- 7.1 The officers of the Corporation shall include a Chair, one or more Vice Chairs (the number of Vice Chairs to be determined by the Board of Directors), a Secretary, a Treasurer, and a Managing Director who shall be the chief operating officer, and such other officers whose positions shall be created from time to time by the Directors. A person may hold more than one office except that the same person may not be Chairman and Secretary. The officers, except the Managing Director, shall be elected by the Directors at the annual meeting of Directors (or other regular or special meetings of the board of Directors deemed necessary to fill vacancies and newly created officer positions) and shall serve for a term of three (3) years or until their successors are elected and qualified, whichever is later. The Managing Director shall be appointed by the Board and shall remain in office until his or her successor is appointed by the Board. At least one of the officers of the Corporation shall be a representative of a local arts organization.
- 7.2 Officers may be elected for consecutive terms; provided, however, that the maximum number of consecutive terms for which any officer, other than the Managing Director, may be elected shall be three (3). After a one-year hiatus

an officer may thereafter again serve in the same capacity as officer, subject to another three (3) term limit in that office.

7.3 The duties of the officers shall include the following:

- a) The Chair shall be elected from among the Directors; shall preside at all meetings of the Directors; shall see that all orders and resolutions of the Board are carried into effect; and shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, and, when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer. The Chair shall appoint members of all standing committees which are created by the Board of Directors or by these bylaws.
- b) The Chair may designate one of the Vice Chairs to preside at meetings in the absence of the Chair. In the absence of such Vice Chair, a Director designated by a majority of the Board shall preside at such meeting(s).
- c) The Secretary shall keep full minutes of all meetings of the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the Directors as appropriate and shall perform such other duties as may be prescribed by the Directors or the Chair.
- d) The Treasurer shall keep full and accurate accounts of receipts and disbursements; shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall render to the Chair and Directors as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation and shall report in writing to the Board the state of the Treasury at each Board meeting.
- e) The Managing Director shall be the chief operating officer of the Corporation and ex-officio member of the Board. Except as set forth herein, the Managing Director shall have direct responsibility for the day-to-day operations of the Corporation and shall be vested with the powers and obligations necessary to perform such duties. The Managing Director shall see that the policies and programs adopted or approved by the Board are carried out.

## **ARTICLE VIII**

### **Vacancies**

8.1 If the office of any Director or officer becomes vacant, by an increase in the number of Directors or officers, or by reason of death, resignation,

disqualification, or otherwise, the Board of Directors may appoint a successor or successors who shall hold office for the unexpired term.

- 8.2 A Director shall be deemed to have resigned and a vacancy on the Board shall be deemed to have automatically occurred when a Director has missed three (3) consecutive Board meetings without explanation or written notice to the Chair, of which meetings such Director had prior notice.

### **ARTICLE IX Resignation or Removal**

- 9.1 Any Director or officer may resign from office at any time, such resignation to be made in writing, and to take effect at the time of its receipt by the Corporation, unless some other time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.
- 9.2 Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the other Directors at any annual, regular, or special meeting, provided that written notice of the intention to consider removal of a director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such a meeting, but no formal hearing procedure need be followed.

### **ARTICLE X Fiscal Year**

- 10.1 The fiscal year of the Corporation shall begin on October 1 and end on September 30.

### **ARTICLE XI Notices**

- 11.1 Any notice of a meeting required hereunder shall specify the place, day, and hour of the meeting. Written notice shall be required for any meeting of the Board or any committee thereof, with written notice including written notice by electronic mail, facsimile, telefax or other telecommunications system, except that oral notice may also be given in person or by telephone to the person entitled thereto. When written notice is given it may be given personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by electronic mail, telecopier or similar telecommunications system, sent to the address or number appearing on the books of the Corporation. If notice is sent by mail or courier service, it shall be deemed to be given when transmitted with confirmation of receipt. When a meeting of directors or a committee thereof is adjourned, notice need not be given of the adjourned meeting, other than by announcement at the meeting at which the adjournment is given. Whenever any notice is required to be given under the provisions of the

NCL of 1988 or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance at the meeting, except for the stated purpose of objecting to the notice, shall be a waiver of notice.

## **ARTICLE XII Amendment**

- 12.1 The bylaws of the Corporation may be amended by the affirmative vote of a majority of the Directors in office at any annual, regular, or special meeting duly convened after notice of such purpose.

## **ARTICLE XIII**

### **Indemnification of Officers and Directors**

- 13.1 A Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take any action, unless (1) the Director has breached or failed to perform the duties of his or her office under Subchapter B ("Fiduciary Duty") of Chapter 57 of the NCL and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This bylaw shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or to the liability of a Director for the payment of taxes pursuant to local, state, or federal law. No amendment to or repeal of this bylaw shall apply to or have any effect on the personal liability for monetary damages of any Director of the Corporation for, or with respect to, any act or omission of such Director occurring prior to such amendment or repeal.
- 13.2 The Corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called a witness in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of this Corporation, by reason of the fact that he or she is or was a Director, officer, employee, or agent of this Corporation or is or was serving at the request of this Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by or in connection with such action, suit, or proceeding, unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- 13.3 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XIII shall not be deemed exclusive of any other rights to

which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of Directors or pursuant to the jurisdiction or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, It is the policy of this Corporation that indemnification of, and advancement of expenses to, Directors and officers of this Corporation shall be made to the full extent permitted by law. To this end, the provisions of this Article XIII shall be deemed to have been amended for the benefit of Directors and officers of this Corporation effective immediately upon any modification of the NCL which expands or enlarges the power or obligation of corporations organized under the NCL to indemnify, or advance expenses to, Directors and officers of this Corporation.

## **ARTICLE XIV**

### **Committees**

14.1 Standing Committees shall include the Board Governance Committee, Fund Development/Membership Committee, Executive Committee, and Finance Committee. The Board Chair shall appoint the chair and the membership of each committee. All members of Standing Committees should be Directors. The Directors may establish such additional committees with such powers as they deem desirable for the operation of the Corporation.

14.2 The Executive Committee shall consist of the Chair, Secretary, Treasurer, and Vice Chair(s). The Executive Committee shall have the power to act between regular meetings of the Board in all matters requiring action, including determination of the Corporation's position on legislative and policy issues, except that the Executive Committee may not amend the bylaws, adopt or eliminate major programs, dismiss or elect new board members or officers, hire or fire the chief executive, or dissolve the Corporation. The Executive Committee shall do an annual review of the Managing Director and submit a report to the Board for ratification at its next meeting.

14.3 The Board Governance Committee is responsible for advising on the education and evaluation of board members, and for nominating slates of board members and officers for consideration by the Board at its Annual Meeting.

14.4 The Finance Committee is responsible for oversight of the budget, for regular review of financial statements, and for recommending annual goals and strategies for fund raising and for membership development.

14.5 The Fund Development/Membership Committee is responsible for recommending annual goals and strategies for fund raising and for membership development

- 14.6 Ad hoc committees may be established by due process as set forth by the Board of Directors. Ad Hoc Committees should include a mix of board members and non-board members.

## **ARTICLE XV**

### **Subventions**

- 15.1 The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the NCL and to issue certificates, therefore.

## **ARTICLE XVI**

### **Parliamentary Authority**

- 16.1 Any rules of parliamentary procedure not covered by the bylaws shall be governed by Robert's Rules of Order.

## **ARTICLE XVII**

### **Dissolution of Assets**

- 17.1 Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of any remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization (s) organized and operated exclusively for charitable, education, religious, or scientific purposes as shall be at the time qualify as an exempt organization (s) under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization (s) as said Court shall determine, which are organized and operated exclusively for such purpose.