

BY-LAWS OF
BERKS ART ALLIANCE, INC,
A Nonprofit Corporation
(Amended May 12, 2020)

Article One NAME AND PURPOSE

1.01 The name of the organization is Berks Art Alliance, Inc. (the “Alliance”); these bylaws constitute the rules governing the organization.

Purposes and Powers

1.0 2 The-purpose of the Alliance is to further the practice and appreciation of the arts by bringing artists, art lovers, patrons and art students into active contact through exhibitions, lectures, demonstrations, workshops and other programs. The powers of this corporation (the “Alliance”) are stated in its Articles of Incorporation and regulated by relevant laws of the Commonwealth of Pennsylvania.¹

ARTICLE TWO: OFFICES AND AGENCY

Principal and Branch offices

2.01 The principal place of business of the Alliance in Pennsylvania will be located at Yocum Institute for Arts Education, 3000 Penn Avenue, West Lawn, PA 19609. The Alliance may maintain other offices. as required.

Location of Registered Office

2.0 2 The location of the registered office of the Alliance is stated in the Articles of Incorporation and will be continuously maintained in the Commonwealth of Pennsylvania. The Executive Board may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE: MEMBERSHIP

Definition of Membership

3.01 Members are those persons who have applied and are in good standing.

Qualifications of Members

3.02 The qualifications and rights of the Members of the membership class(es) of the Alliance are as follows:

¹ Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

(1) Anyone eighteen (18) years of age or older who resides in Berks or a nearby county at least a portion of each year who is interested in the purpose of the Alliance, and

(2) Pays annual dues.

Members' Dues

3.03 The annual dues payable to the Alliance by Members will be set by the Executive Board and approved by the membership. Members will be notified of any changes in writing or electronically. The first annual dues is payable with the application for membership. Future annual dues will be payable July 1st and will be delinquent after October 1st. Dues will be payable to the Membership Chair who shall maintain accurate records and turn them over to the Treasurer for deposit.

Meetings

3.04 Meetings of Members will be held at the Yocum Institute unless otherwise specified in the meeting call.

Regular Business Meetings

3.05 Regular business meetings will be held on the second Tuesday of each September, November, January, March and May.

Special Business Meetings

3.06 Special business meetings of the Members may be called by either of the following:

(1) The President.

(2) Written proposal of three (3) Members.

Notice of Special Business Meetings

3.07 Written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, must be announced not less than five (5) nor more than forty (40) days before the date of the meeting, either personally, by mail, or by any other method selected by the Executive Board.

Voting Rights of Members

3.08 Each Member whose dues are paid in full will be entitled to one (1) vote on each matter submitted to a vote of Members.

Quorum of Members

3.09 A quorum for a regular membership meeting is 1/10 of the membership.

Transferability of Membership

3.10 Membership in the Alliance cannot be transferred to another person.

Termination of Membership

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3.11 Membership will terminate in the Alliance on either of the following events, and for no other reason:

- (1) Receipt by the Executive Board of the written resignation of a Member.
- (2) The death of a Member.
- (3) The failure of a Member to pay his/her annual dues on or before their due date.
- (4) For cause, inconsistent with membership, after notice, trial and conviction by two-thirds (2/3) majority vote of Members present.

However, a Member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Executive Board of a resolution acknowledging such termination.

ARTICLE FOUR: EXECUTIVE BOARD

Definition of Executive Board

4.01 The Executive Board is that group of persons vested with the management of the business and affairs of the Alliance between regular business meetings provided the transaction of such business does not exceed \$625.

1. Any expenditure over \$625 needs to be brought by the Executive Board to the Membership ratify.
2. Those expenditures \$625 and under may be adopted by the Board and implemented without a general Membership vote.

Structure of Board

4.02 The Executive Board will be composed of the President, Vice President, Program Chair, Membership Chair, Recording Secretary, Corresponding Secretary, and Treasurer.

Terms of Members of Executive Board

4.03 The Members constituting the Executive Board will be elected for a term of One (1) year. Each Member will hold office for the term for which they are elected and until a successor has been selected and qualified.

Vacancies on the Board

4.04 Any vacancy occurring in the Executive Board will be filled by election by the Members at a special meeting to be called by the Executive Board. The new Executive Board Member elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Executive Board Meetings

4.05 Meetings of the Executive Board will be held at the registered office of the Alliance or at any other place decided and announced in advance by the board.

Executive Board Meetings

4.05 Meetings of the Executive Board shall be called by the President.

Quorum of Board Members

4.06 A majority of the whole Executive Board will constitute a quorum. A vote of a majority of the Board Members present at a meeting at which a quorum is present will be the act of the Executive Board unless otherwise required.

ARTICLE FIVE: OFFICERS

Roster of Officers

5.01 The Officers of the Alliance will consist of the following:

- (1) President.
- (2) Vice President
- (3) Program Chair
- (4) Membership Chair
- (5) Recording Secretary.
- (6) Corresponding Secretary.
- (7) Treasurer.

Duties of Officers

5.02 President. The President shall preside at all meetings of the Alliance and of the Executive Board. The President shall call the meetings of the Executive Board. The President shall appoint special officers, standing committee chairmen, and special committees. He/She shall be an ex officio member of all committees, except the Nominating Committee. He/She shall submit an annual report in writing.

5.03 Vice President. Will Act as assistant to the President as needed and conduct meetings if the President is not able to do so for any reason. Learn the duties of the President and may stand for nomination as President when the president retires from office.

5.04 Programs Chair. The Programs Chair in the absence of the President and Vice President shall perform the duties of that office. The Programs Chair shall be chair of the Program Committee which shall arrange for the recreational or educational portion of all regular or special business meetings.

5.05 Membership Chair. The Membership Chair shall be chair of the Membership Committee. He/She will collect dues, keep accurate records of active Members, receive applications for membership, and turn all money over to the Treasurer for deposit into the Alliance bank accounts.

5.06 Recording Secretary. The Recording Secretary shall keep a record of the proceedings of the meetings of the Alliance and the Executive Board.

5.07 Corresponding Secretary. The Corresponding Secretary shall conduct all correspondence, including electronic correspondence, as may be requested by the President, the Alliance, or the Executive Board for the benefit of the Alliance and its members.

5.08 Treasurer. The Treasurer will collect dues from the Membership Chair for deposit, and receive all other monies due the Alliance. All bills are to be paid by the Treasurer, who shall keep an accurate account of the receipts and disbursements and be prepared to report on the financial condition of the Alliance at each business meeting.

Election of Officers

5.09 Officers shall be elected at the annual meeting. Nominations of officers shall be presented in the April Palette, or other Alliance publication, either in print or electronically, and at the May annual meeting by a nominating committee composed of three (3) Members appointed by the President. Nominations may be made from the floor for each office, provided prior consent has been obtained from each nominee. The term of office shall be for one (1) year. Installation of officers shall occur immediately after the election. After the installation, the new President shall appoint committee chairs to serve during their term of office. Committee chairs may select assistants.

Removal of Officers

5.10 Any Officer elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint such Officers whenever in their judgment the best interests of the Alliance will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX: INFORMAL ACTION

Waiver of Notice

6.01 Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of the Alliance, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

ARTICLE SEVEN: COMMITTEES

7.01 The President, upon his/her installation, shall appoint the following standing committee chairs:

- (1) Exhibition
- (2) Publicity
- (3) Hospitality
- (4) Palette
- (5) Workshops

7.02 The President, prior to the May meeting shall appoint a special auditing committee. All financial accounts shall be audited by this committee. All money and records should be turned over to the new Treasurer in good order.

7.03 The President may appoint such special committees from time to time as the business of the Alliance may require.

7.04 Responsibilities of the Exhibition Committee include aiding show or exhibit chairmen in planning and setting up Alliance exhibits and answering procedural questions.

7.05 The Publicity Committee shall arrange means of publicizing and advertising the activities of the Alliance to promote the work and welfare of the group as a whole including print, digital, social, and broadcast media.

7.06 The Hospitality Committee shall arrange for hosts at meetings and exhibits and shall act as consultant on choices of refreshments to be served.

7.07 The Palette Committee shall edit/design the Palette 5 times a year which shall publish the last week of December, February, April, August, and October.

7.08 The Workshops Committee shall plan and oversee workshops for members.

ARTICLE EIGHT: OPERATIONS

Fiscal Year

8.01 The fiscal year of the Alliance will end June 30.

Execution of Documents

8.02 Except as otherwise provided by law, checks, account withdrawals and transfers between banks or savings accounts will be signed by the Treasurer. Promissory notes and other debt agreements of the Alliance will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Alliance will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Executive Board certified by the Secretary authorizing their execution.

Books and Records

8.03 The Alliance will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Executive Board and Committees. The Alliance will keep at its registered office or principal place of business a membership register giving the names and addresses of the membership of each, and the original or a copy of its By-Laws, including amendments to date, certified by the Secretary.

Inspection of Books and Records

8.04 All books and records of the Alliance may be inspected by any Member, or their agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

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Financial records shall be destroyed after a period of two fiscal years has elapsed except as required by law.

Nonprofit Operations

8.05 The Alliance will not have or issue shares of stock. No dividend will be paid, and no part of the income of the Alliance will be distributed to its Members, Board Members or Officers. However, the Alliance may pay compensation in a reasonable amount to Members, Officers or Board Members for services rendered.

8.06 Upon dissolution of the Alliance assets may not be distributed to any officer, board member, member, or other individual. Assets remaining after all obligations have been satisfied must be assigned to the Yocum Institute for Arts Education or to another nonprofit, art-related organization, duly recognized by the laws or regulations of the Commonwealth of Pennsylvania or the Government of the United States of America, such as GoggleWorks Center for the Arts, Art Plus Gallery, and/or the Berks Arts Council, wholly or in part, by resolution of the Board of Directors and any surviving members.

Loans to Management

8.07 The Alliance will make no loans to any of its Board Members or Officers.

Use of Alliance Quarters

8.08 Alliance Quarters may be used as a place to conduct workshops or private classes by any Member in good standing and with prior approval of Yocum Institute as lessee. Arrangements for a private class shall be approved at a business meeting. Any Member using the Alliance Quarters for the purpose of shows or classes is responsible for the proper cleanup of the Quarters immediately upon the completion of such activity. The Alliance may charge Members sales commissions at exhibits and private lessons by Members in Alliance Quarters.

ARTICLE NINE: AMENDMENT

9.01 Any proposed amendment to these By-Laws, whether submitted by any three (3) Members or by any Member of the Executive Board, shall be submitted to the Members at a regular or special business meeting. A majority of those voting is required for adoption.

Appendix I: Special Rules

Additional Committees

1.01 The following committees may be appointed by the President as needed, including as standing committees:

- (1) Sunshine
- (2) Bus Trip
- (3) Studio Liaison

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- (4) Fundraising (heretofore “Ways & Means”)
- (5) Historian
- (6) Social Gatherings

1.02 Sunshine Committee will send sympathy cards to members recovering from serious injury, illness, or bereavement and notify the officers and members.

1.03 Bus Trip Committee will organize occasional art-related bus trips under the Alliance’s auspices.

1.04 Studio Liaison will coordinate between members’ studio groups and Yocum Institute or other suitable venue.

1.05 A Fundraising Committee may be authorized as needed to meet long- or short-term needs of the Alliance.

1.06 A Historian will preserve relevant materials for future reference by members of the Alliance.

1.07 Occasional social gatherings may be organized for the good and welfare of the Alliance.