

Arts Northwest Bylaws (Revised October 8, 2017)



MISSION: Arts Northwest: Connecting and Inspiring Through the Performing Arts

ARTICLE ONE

NAME

1.1 **Name:** The name of the Corporation shall be Arts Northwest.

1.2 **Location:** The principal office of the Corporation shall be the address of the registered agent of the Corporation. The Executive Director shall serve as the registered agent of the Corporation. The Corporation shall keep minutes of proceedings, financial records and listings of members who are entitled to vote on the affairs of the Corporation at the principal office.

1.3 **Fiscal Year:** The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

ARTICLE TWO

PURPOSE

2.1 **Purpose:** The purposes for which the Corporation is organized are cultural in nature and shall be exercised exclusively for cultural, charitable, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of the United States. Furthermore, this organization shall strive:

2.1.1. To maintain a communications network among presenters of performing arts events throughout the Northwest region of the United States and Canada.

2.1.2. To promote booking opportunities for artists who reside in the Northwest to tour in and outside of the Northwest region.

2.1.3. To provide opportunities for presenters in the Northwest region to book regional, national and international artists.

2.1.4 To provide services to performing and presenting members, which enhance their professional, and booking capacity to present performances of regional, national and international significance to Northwest audiences, including:

2.1.4.1 **Publications and Notices:** Arts Northwest may produce such publications, as the Board may deem appropriate and helpful to the membership. These publications may be altered or changed from time to time by staff. All members are eligible to receive any such publication.

2.1.4.2 **Block Booking:** Block Booking is designed to allow the membership to work together to facilitate multiple bookings for artists in the relevant geographic area mentioned in section 2.1.

2.1.4.3 **Meetings and Conferences:** The Corporation may, from time to time, hold meetings and conferences

2.1.4.4. **Workshops and In-depth Seminars:** The Corporation may hold workshops designed to enhance the professional development of its members from time to time.

ARTICLE THREE

MEMBERS

3.1 **Presenter Members:** Any individual or organization whose primary purpose is the sponsorship, promotion or presentation of performing arts events may become a Presenter Member of the Corporation, with one vote per individual or organization.

3.2 **Artist/Individual/Ensemble Members:** Any individual performing artist or performing artistic ensemble may become an Artist Member of the Corporation, with one vote per individual or ensemble.

3.3 **Agency/Management Members:** Any individual or organization acting as agent(s) or manager(s) for performing artists may become a Management Member of the Corporation, with one vote per individual or agency.

3.4 **Associate Members:** Any organization or individual not directly involved in presenting and touring or not actively doing business in the field, or any individual or organization desiring a trial membership, may become an Associate Member of the Corporation, with one vote per individual or agency.

3.5 **Vendor Members:** Any individual or organization offering, for a fee, goods or services considered valuable to the Arts Northwest membership, according to criteria established from time to time by the Board of Directors and upon the recommendation of the Executive Director, may become a non-voting approved Vendor Member of the Corporation

3.6 **Membership Term:** Term of Membership is one calendar year from the date on which the dues payment is transmitted to Arts Northwest.

3.7 **Fees and Dues:** All members are required to pay annual dues and fees, as determined and revised from time to time by the Board of Directors.

3.8 **Voting:** Voting Members shall have no vote in the business of the Corporation, with the exception of the annual election of new Board members.

ARTICLE FOUR

MEETINGS

4.1 **Annual Meeting:** The annual meeting of the membership shall take place each year in conjunction with the Northwest Booking Conference, or no later than 13 months after the last annual meeting.

4.2 **Quorum:** Those present at the annual meeting of the membership shall constitute a quorum.

ARTICLE FIVE

BOARD OF DIRECTORS

5.1 **Board of Directors:** The Corporation shall be governed by a Board of Directors consisting of no less than five members. All voting members of the Board of Directors must be voting members of the Corporation, and a majority must be from Idaho, Oregon and Washington.

5.2 **Powers:** The affairs of the Corporation shall be managed by the Directors, who shall have, and may exercise, all the powers of the Corporation including the hiring or contracting of the Executive Director as may be appropriate to execute the operations of the Corporation.

5.3 **Election, Appointments and Vacancies:** Directors will be elected to the Board by a majority vote of the membership at the annual meeting of the Corporation. Vacancies may be filled by appointment of the President, subject to consultation and with the Executive Director, and confirmation by the Board of Directors.

5.4 **Ex Officio Members of the Board:** One representative each for the Idaho, Oregon and Washington state arts agencies, or any other organization designated by the Board of Directors, may serve as an *ex-officio (non-voting)* member of the Board. Each agency may recommend a designated representative, subject to approval by the Board.

5.5 **Terms:** Directors (except ex officio members) will serve on the board for three-year terms. Terms shall be staggered so that one third of board members will be up for nominations each year. Directors who miss two consecutive meetings, unexcused, may be removed from the board by majority vote. Directors who are no longer a member in good standing may be removed from the board by majority vote. Directors will not serve more than two consecutive three-year terms, unless retained by a vote of the board to fill the position of immediate past president, or voted into the position of president of the board. In this case, the director will serve an additional two-year term.

5.6 **Meetings:** Meetings of the Directors will be held as determined by Directors. The Directors shall convene no less than four times each year, face to face or by conference call.

5.7 **Call and Notice:** Notice and agenda of Board meetings shall be delivered at least twenty-four hours in advance.

5.8 **Quorum:** A simple majority of Directors shall constitute a quorum at all meetings of the Directors.

5.9 **Action Approval by Vote, Ballot or Poll:** When a quorum of Directors is not present at any meeting, or responds to the President's request for action by e-mail or other electronic means, action shall be approved. Minutes reflecting such action shall be filed with the records of proceedings of the Corporation.

5.10 **Execution of Papers:** All contracts, transfers and other obligations made may be accepted or endorsed by the President or Executive Director.

ARTICLE SIX

OFFICERS

6.1 **Officers:** There shall be a minimum of four officers of the Corporation designated as President, Vice-President, Secretary and Treasurer. Officers must be Directors of the Corporation. Terms shall not exceed two years.

6.1.1 **President:** The President shall have all the general powers and responsibilities of governing the Corporation that are usually vested in the office, including the power to appoint or remove committee members and agents of the Corporation except where restricted in the Bylaws, and to sign all contracts, deeds, or other instruments of the Corporation.

6.1.2 **Vice-President:** The Vice President shall be prepared to substitute or otherwise assist the President in all functions and duties of the Corporation.

6.1.3 **Treasurer:** The Treasurer shall work with the Executive Director to oversee the bank accounts and finances of the Corporation.

6.1.4 **Secretary:** The Secretary shall keep records of all proceedings of the Corporation to submit to the Director for distribution to the Board of Directors.

6.1.5 **Immediate Past President:** The Immediate Past President chairs the Nominating Committee.

6.3 **Elections:** Officers shall be elected by a majority of ballots cast by the Board of Directors at the annual meeting of the Corporation. Nominees to the Board of Directors must be voted upon at a meeting of the general membership. No votes by proxy shall be allowed.

6.4 **Vacancies:** If an office of the Corporation shall become vacant during the middle of a term, another Director may be designated to serve in that office by the Board of Directors until a successor can be elected. If no other Director is available to serve, the Board of Directors may appoint a new Director designated to serve in that capacity.

ARTICLE SEVEN

STAFF

7.1 **Staff:** The Corporation may employ an Executive Director to execute the day-to-day operations of the Corporation.

7.2 **Responsibilities:** The duties of the Executive Director are recommending policy, programming, and administration of the annual budget, programs and services. The Executive Director shall also represent the Corporation in all capacities at any state, regional, national, or international forum.

7.3 **Authorization:** The Executive Director shall be assigned authorization to manage the operations of the Corporation. Support staff personnel may be selected by the Executive Director for contract service or wage assignment, as needed to carry out the programs and services of the Corporation.

7.4 **Compensation:** The Executive Director is to be employed for such compensation, as determined and reviewed annually by the Board of Directors.

7.5 **Financial Authorization:** A checking account shall be established at a bank local to the Executive Director. The Executive Director shall be responsible for maintenance of the account and be authorized to sign within the approved annual budget by the Board of Directors. Non-budgeted expenditures in amounts in excess of \$250 require the approval of the executive committee. The account will be balanced on a monthly basis and reported to the Directors on at least a quarterly basis. The Treasurer shall be responsible for monitoring and reporting all financial transactions.

ARTICLE EIGHT

COMMITTEES

8.1 **Standing Committees:** There shall be two standing committees of the Corporation, designated as the Executive Committee and the Nominations Committee. Any other committees may be appointed at the discretion of the President of the Corporation.

8.2 **Executive Committee:** The Executive Committee shall consist of the officers from Corporation. The Executive Committee shall have the power to make decisions for the board, which affect the Corporation; such decisions shall be reported to the board at the next meeting following the Executive Committee's action.

8.3 **Nominations Committee:** The Nominations Committee shall be appointed by the Executive Committee, and shall consist of no less than three members of the Corporation. The Nominations Committee shall consist of representatives from both the presenter and artist/management membership and be responsible for recommending a slate of Directors of the Corporation.

8.4 **Vacancies:** Vacancies on the Nominations Committee and Executive Committee or any other committee shall be filled in the same manner as initial appointments to such committees are made.

ARTICLE NINE

PERSONAL LIABILITY

9.1 The Directors of the Corporation, whether past or present, shall not be liable for debts or obligations of the Corporation, unless their activities as Directors are in violation of any state or federal law, or the terms of the Articles of Incorporation or Bylaws of the Corporation. Except, as so stated, the Corporation shall indemnify Directors against all claims, debts or obligations of the Corporation.

9.2 The Executive Director and employees, whether past or present, shall not be liable for debts or obligations of the Corporation, unless their activities are in violation of any state or federal law, or the terms of the Articles of Incorporation or Bylaws of the Corporation. Except, as so stated, the Corporation shall indemnify Directors against all claims, debts or obligations of the Corporation.

9.3 The Corporation will provide Directors & Officers Insurance.

ARTICLE TEN

DISSOLUTION

10.1 Upon dissolution of the Corporation, the Directors shall, after making provisions for the payment of all liabilities and debts, dispose of the assets of the Corporation to organizations with similar purposes and exempt under Section 501(c)(3) of the Internal Revenue Code of the United States, or to governmental units for similar public purposes.

ARTICLE ELEVEN

PARLIAMENTARY AUTHORITY

11.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE TWELVE

AMENDMENT

12.1 These Bylaws may be altered, amended or repealed in whole or in part by vote of the two thirds of Directors of the Corporation.

(Amended-November 17, 1988)

(Amended-January 26, 1990)

(Amended-January 16, 1992)

(Amended-January 20, 1994)

(Revised-April 19, 2002)

(Amended-November 2003)

(Revised – October, 2011)

(Revised- December 2, 2016)

(Revised- October 8, 2017)