

BYLAWS

Name: Meade County Performing Arts Council, Inc.

Purpose:

It shall be the purpose of this council to provide, promote and maintain a place for the performing arts in Meade County, be it plays, music, movies, or any other performance. This place shall be of a multi-use venue suitable for all manner of meetings, demonstrations, performance or whatever need the organization deems suitable.

Membership:

The membership of this organization shall be open to all persons interested in furthering the purpose of this council. Memberships may be made in the name of a family, business, or individual with one vote per membership.

- a. Player: \$25 per year
- b. Star: \$50.00 per year
- c. Director: \$100.00 per year
- d. Producer: \$250.00 per year
- e. Patron: \$500.00 per year

Membership Privileges: In addition to furthering the purpose of the Council, each membership is entitled to one vote in every election by the general membership, and each membership is afforded the opportunity to serve on the Council committees of most interest to the holder(s) of that membership. In the case of group memberships, only the official representative shall be entitled to exercise said privileges. The Board of Directors of the Council shall have the power to add other membership privileges as the Board deems necessary or advisable.

Membership Year: The membership year of this Council shall be from January 1, through December 31. All memberships become effective upon payment of dues.

Memorials and Gifts: In addition to the membership classification, the Council's Board of Directors is empowered to accept memorials or special purpose gifts in any amount at any time.

Changes in Membership Structure: The Board of Directors of this Council shall have the power to change the amount of dues and the classifications of membership at any time the Board deems necessary or advisable, providing such change is made prior to the end of a membership year and effective for the next membership year.

OFFICERS AND BOARDS

Board of Directors: The governing body of this Council shall be a Board of Directors, elected by general membership from the Council's membership list. This shall be a nine (9) member board. The organizational Board shall serve until the first annual meeting in January, 2005, at which time two members will be nominated, at the annual meeting in

2006, three members will be nominated, and at the annual meeting in 2007, four members will be nominated.

Election: the Board of Directors shall be selected by the general membership at its annual meeting as provided herein by viva voice or, if additional candidates shall have been nominated from the floor, by written ballot.

- a. Term of Office: All Board members shall be elected for a term of three years. A board member may be elected for a second term but shall not then be eligible for a third term to the Board of Directors until one or more years have passed.
- b. Removal & Replacement: If a member of the Board of Directors is absent from three consecutive Board meetings without good reason, the Board may, by a 2/3 vote of the entire Board, dismiss the member from service on the Board
- c. Powers of the Board of Director: The Board of Directors shall have and exercise all such powers as are customary for directors of a business corporation and shall be responsible for the immediate government and direction of the affairs of the corporation. The Board shall make all rules, regulations, and policies which it deems necessary or proper for the government of the corporation and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the Articles of Incorporation and the By-Laws of this Corporation.

OFFICERS: The officers of this organization shall consist of President, Vice-President, Secretary and Treasure.

- a. Election: The officers shall be elected by and from the Board of Directors at their organizational meeting immediately following the close of the annual meetings of general membership from a slate of candidates proposed by the nominating committee with the following exception if the occasion should arise that a nominee from the floor shall have been elected to the Board rather than one who had accepted nomination for an office shall then be filled by nomination and election by and from the Board at its organizational meeting.
- b. Term of office: All officers shall be elected for a term of one year, and shall serve until their respective successors are elected. An officer may be elected for a second term but shall not then be eligible again for election to that office until one year has passed.
- c. Replacement: If the replacement of any officer becomes necessary during his term in office, the Board of Directors shall have the power to appoint a candidate to fill the vacancy for the remainder of the unexpired term.
- d. Duties: In addition to the specific duties prescribed herein, the duties of the officers of the organization shall be those that usually pertain to their respective offices, or are assigned to them respectively as deemed advisable by the Board of Directors of this corporation.

1. President: The President shall preside at all meetings of the general membership, the Board of Directors, and the Executive committee, and shall be an ex-officio member of all committees.

2. Vice President: The Vice-President shall assume all duties of the President in case of the latter's absence, and assist the President in all manner of business.
3. Secretary: The Secretary shall keep a record of all meetings of the general membership the Board of Directors, and the Executive Committee and shall be responsible for providing a written copy of the minutes of all such meetings. Minutes shall list members present. The Secretary shall also be responsible for notifying all appropriate members of upcoming meetings of the general membership The Board of Directors, and the Executive Committee and shall be responsible for all correspondence of the organization as instructed by the Board of Directors. The Secretary will be responsible for picking up the mail and disbursing same to appropriate members of the Board of Directors.
4. Treasurer: The Treasurer shall be responsible for the collection of all dues and shall have charge of all funds of the organization; shall be responsible for all deposits and disbursements; shall be responsible for providing a written Treasurer's report for each Board of Directors meeting, and for each annual meeting of the general membership; and shall prepare and keep current a correct list of the names and addresses of all members, by membership classification.

Executive Committee: The executive Committee shall consist of the elective officers plus the immediate past President of the organization.

- a. The executive Committee shall meet as often as business requires and always proceeding a regular meeting of the Board of Directors.

Advisory Panel: The President shall have the power to appoint an Advisory Panel

- a. Composition of the Panel: The Advisory Panel shall include representative from each community from any pertinent profession for the cause as needed.
- b. Term of Appointment: Members of the Advisory Panel shall serve on the panel for a one-year term and shall be appointed by the Board of Directors to serve of the membership year. The Board of Directors shall have the power to replace members of the Advisory Panel during the membership year in such instances as resignation, death, departure from the community, or continued absences from meetings without good reason.
- c. Duties of the panel. Members of the Advisory Panel shall advise the Board of Directors on all activities, particularly those involving their own area of expertise and may attend the regular meetings of the Board of Directors in an advisory capacity, without the privilege of making or seconding motions or voting. They may, however, present topics for discussion and may make recommendations regarding Council activities.

COMMITTEES: The Board of Directors or the President with approval of the Board of Directors, shall have the power to create any committee deemed necessary, either as a standing committee or a special committee, and shall have the power to appoint a Chairman of any committee or to delegate such appointive powers to any other

appropriate member or members. Each Committee shall include at least one member of the Board of Directors.

- a. Committee Membership: Committees shall be composed of any interested members in any class of membership.
- b. Standing Committees: The basic and continuing work of the Council shall be conducted by the following standing committees: Membership Committee, GrantCommittee, and Nominating Committee.

MEETINGS:

1. General Membership Meetings: The general membership of this organization shall be invited to attend an annual meeting to be held in the month of January each year for the purpose of electing members of the Board of Directors, in accordance with the provision of these By-laws, and transacting such business as may properly come before the meeting.
2. Special Meetings of the general membership may be called at any time and for any purpose by the Board of Directors.
3. Quorum: If the provisions of these By-Laws regarding notice of meetings have been carried out, those members in attendance at any meeting of the general membership shall constitute a quorum.
4. Notice of Meetings: The Secretary of this organization shall be responsible for notifying all members of every meeting of the general membership. Such notice of the official annual meeting shall be mailed to available addresses for all current members at least two weeks prior to the date of such annual meeting. Notice of any special meeting of the general membership shall be so mailed at least one week prior to the date of such special meeting.
5. Board of Directors' Meetings: The Board of Directors of this organization shall hold meetings at least four times a year, such meetings to be attended by members of the Board of Directors and the Advisory Panel, Chairmen of Standing Committees, and Chairmen of any special committee indicated by current business. All business of this organization between annual meetings of the general membership shall be conducted at these meetings of the Board of Directors. While all individuals attending said meetings are allowed to present reports, make recommendations, and enter into discussion of all matters brought before the Board of Directors, only the members of the Board of Directors may make or second motions, or vote on any matter thus brought before the Board.
 - a. Quorum: If the provisions of these By-Laws regarding notice of meetings have been carried out, a simple majority (5) present at a Board of Directors meeting shall constitute a quorum.

STAFF, OFFICE AND EXPENDITURES

6. Staff: The Board of Directors shall have the power to contract with an Administrator who will act as contact person for the organization, the office of said Administrator will be considered the office of the organization. Compensation for the Administrator will be determined by the Board of Directors, and paid to the Administrator for the purpose of compensation for time, telephone, office space and supplies on a monthly basis.
7. Project Coordinators: The Board of Directors shall have the power to contract with Project Coordinators for projects which require a great deal of expertise. This would include Grant Writers, Building Projects, Membership Drives, etc. Compensation for Project Coordinators will be set by the Board of Directors on a project-by project-basis.
8. All membership dues and other income of this organization shall be considered the general fund. Expenditures and commitments of the organization shall be met with these funds under determination by the Board of Directors and all transactions involving funds shall be made with signature of both the Treasurer and one other officer.

PARLIMENTARY AUTHORITY: Rules of Order. The rules contained in Robert's Rules of Order shall govern this corporation and the Board of Directors in all cases to which they apply and in which they are not inconsistent with these By-Laws.

AMMENDMENTS: Method of Amending By-Laws. The By-Laws of this corporation may be amended by the Board of Directors at any meeting by the affirmative vote of at least 2/3 of the members of the Board of Directors, or by the general membership at any annual meeting of the general membership by the affirmative vote of at least 2/3 of the members present at said annual meeting, provided that the notice of any such meeting contain a summary of the proposed amendment or amendments.

Bylaws committee: Nancy Ohnick 873-2900
Craig Gross 873-9790
Sandy Flaherty 873-8750

MEADE COUNTY PERFORMING ARTS COUNCIL, INC.
BYLAWS

ADMENDMENT

1. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 [c] [3] of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for the in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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 or in opposition to any candidate for public office.

ADMENDMENT

2. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.