

Bylaws of Santiam Hearts to Arts

Article 1: Purpose

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized and operated exclusively for public or charitable purpose as specified in Section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

Section 2. Special Objectives and Purposes

The special objectives and purposes of this corporation are to educate citizens in the historical and technical aspects of the arts, and provide a venue for engaging arts related social interaction, which will help people understand the merit of cultural activity and encourage them to promote this value to future generations.

Article 2: Nonmembership

Section 1. This corporation shall have no members.

Article 3: Board of Directors

Section 1. Number

The corporation shall have between three and fifteen directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors must have a passion for the arts and the willingness to involve themselves in the pursuit of the corporate mission.

It is desirable, but not mandatory that directors have experience in one or more of the following areas:

- finance
- organization
- public relations
- legal

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation, the activities and affairs of this corporation shall be conducted under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their reasonable contact information with the secretary of the corporation, so that notices of meetings, events, and distributed information through such contact avenues shall be valid notices thereof.

Section 5. Term of Office

Each director shall hold office for a period of one year and/or until his or her successor is elected and qualifies. A director may be reelected without limitation of the number of terms she or he may serve. The board shall elect its own members, except that a director shall not vote on his or her own position.

Section 6. Compensation

Directors shall serve without compensation but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance.

Section 7. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board of directors and newly created board positions shall be filled by a majority vote of the existing board of directors.

If the number of directors then in office is less than three, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors.

Section 8. Removal

Directors may be removed from office, with or without cause, by a vote of two-thirds of the board of directors as permitted by and in accordance with the laws of this state.

Section 9. Regular Meetings

Regular meetings of the board of directors shall be held at the time and place to be determined by the board of directors. No other notice of the date, time, place, or purposed of these meetings is required.

Section 10. Special Meetings

Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings, describing the date, time, place and purpose of meeting, shall be delivered to each director personally or by telephone or by mail or by e-mail not fewer than three days prior to the special meeting.

Section 11. Alternative Meeting Venues

Any regular or special meeting of the board of directors may be conducted through use of any means of communication by which all directors participating may simultaneously hear each other (i.e. conference calling) or within a prearranged time frame, read and respond to each other's comments (i.e. electronic communications).

Section 12. Quorum for Meetings

A quorum at a board meeting shall be at least two thirds of total board members. If a quorum is not present, action is taken by a majority vote of the directors present, except as otherwise provided in the bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president of the corporation, or in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 14. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 15. Action by Consent

Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

Article 4: Officers

Section 1. Designation of Officers

The officers of the corporation shall be President, Secretary, and Treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any person may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office for one year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. An officer may be reelected without limitation of the number of terms the officer may serve.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. A vacancy in any office shall be filled not later than the first regular meeting of the board of directors following the vacancy.

Section 6. Duties of President

The president shall:

Be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Secretary

The secretary shall:

Have overall responsibility for office record keeping with the exception of financial information designated to the treasurer.

Certify and keep the original, or a copy, of these bylaws as amended or otherwise altered to date.

Shall perform, or cause to be performed the official recording and keeping of the minutes of all proceedings of the board of directors meetings and actions, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the participant roster, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 8. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Article 5: Corporate Indemnity

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

Article 6: Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted, by the board of directors by a majority vote of the directors, if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.