

Bylaws of the New Kensington Arts Center

ARTICLE I: Name and Purpose

Section 1 — Name: The name of the organization shall be the **New Kensington Arts Center**. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2 — Purpose: The New Kensington Arts Center is organized exclusively for charitable and educational purposes, specifically the advancement of the arts. Our statement of purpose is as follows:

The New Kensington Arts Center is dedicated to providing a nurturing environment for artists at all levels of their creative journey, encouraging participation in the arts through advocacy, education and outreach, and serving as a vital creative resource for the revitalization of the community.

ARTICLE II: Membership

Section 1 — Eligibility for Membership: Membership shall be open to any person who has an interest in any form of art and/or the display of art in New Kensington. All paid members over 18 years of age will have voting privileges within the organization.

Section 2 — Membership Privileges: Paid members in good standing shall be entitled to elect officers, participate in the organization's general meetings and the formation of the New Kensington Arts Center policies, and receive discounts (if offered) when they display their work, take workshops, or attend the New Kensington Arts Center events. Members will receive meeting notices and information on upcoming workshops and events.

Section 3 — Annual dues: The amount required for annual dues shall be determined by a majority vote of the membership and published two months before the annual meeting. Term of Membership shall run from one Annual Meeting until the Next. A Family Membership (spouse and/or children under the age of 18), shall be available to those who reside within the same household. Children and youth under the age of 18 shall be eligible for all membership privileges, with the exception of voting and the election of officers.

Section 4 — Loss of Membership: Membership shall lapse when dues are not paid by a period not greater than 60 days from the Membership period beginning January 1st. The President and Treasurer may agree to extend a year's membership to any artist they recognized to be financially distressed. Non-voting membership privileges may also be extended to children and youth who have received a scholarship to participate in one of the center's programs. A member may resign at any time by filing a written resignation with the secretary. A member who violates the Code of Conduct of the center may have their membership terminated by a majority vote of the New Kensington Arts Center Board of Directors.

Section 5 — Honorary Membership: The Membership shall have the authority to establish other voting or non-voting categories of membership.

- The **Vice President** shall chair event planning committees unless the Board of Directors or Members appoint another person(s).
- The **Facility/Operations Manager** shall oversee displays, room assignments, hospitality, safety concerns, and schedule workshops/classes.
- The **Secretary** shall be responsible for keeping a record of all Board of Directors actions, taking and distributing the minutes of the Board of Directors, correspondence, and insuring that meeting notices and advance documents have been received by the membership.
- The **Treasurer** shall disburse funds and make a report at each Board of Directors meeting. The Treasurer shall chair the Finance Committee (if one exists), assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members. He or She may be assigned a Financial Secretary, and/or, a committee to work with. These people shall not be related to the Treasurer, or to each other.

Section 3 — Trustees: A committee of trustees shall be named, consisting of three to eight people. They shall be the at large portion of the Board of Director's membership. These will be unpaid positions of trust. They will be chosen from the Board of Directors, the general membership or from non-members for their specific skills that are needed by the NKAC. They will work closely with the Facility/Operations Manager, be legal representatives of The New Kensington Arts Center in facility related matters. They may be assigned further duties by The New Kensington Arts Center Guidelines.

Section 4 — Special Meetings and Quorum: The President may call a special meeting of the Board of Directors. The President and Secretary will insure that all eligible participants have received timely notification. Board of Directors shall not conduct business unless a quorum composed of at least five of the Board of Directors are present. Single items may be approved by simple majority in an emergency, provided an attempt has been made to contact all of the voting officers.

Section 5 — Terms: All Board of Directors members shall serve two-year terms, and are eligible for re-election. The Board members elected in April, 2016 shall serve a one year term, but be eligible for re-election to either one or two year terms.

Section 6 — Election Procedures: A nominating committee consisting of three persons not currently on the Board of Directors shall be named by the President and approved by the members present at a regular meeting. They shall be responsible for nominating a slate of officers, and other leaders, to be voted on at the annual meeting. The nominating committee shall work to ensure diversity in terms of race, gender, and age, among our leaders. The Board of Directors shall also be representative of the various subgroups (clubs) active in the center. Nominations shall also be received from the floor.

Section 7 — Vacancies: The Board of Directors may act to fill mid-term vacancies, and appoint other leadership as needed, provided that it is understood that the term of this appointment lasts only until the next annual meeting. At that time, the nomination committee is free to consider these persons for nomination for a new term.

Section 8 — Non-Board Officers and Committees: Other officers and committees may be named by the Membership or the Board of Directors. When these officers attend the Board of Directors meeting, only those Executive Officers or Trustees may vote.

Section 9 — Membership Chairperson: The Membership Chairperson shall be responsible for collecting membership dues and submitting these dues to the treasurer. The Membership Chair shall maintain a membership list with current contact information.

Section 10 — Role Clarity: Any Trustee or Executive officer that becomes a paid employee of the Center shall relinquish their role as a voting member of the Board of Directors. Each employee shall receive a job description. The job description shall clearly state whether their attendance at Membership and/or Board of Director meetings is a component of their paid compensation. President may invite nonmembers and employees to attend specific Membership and/or Board of Director meetings in an advisory capacity.

Section 11 — Removal from Office: An office holder who violates the New Kensington Art Center Code of conduct may be removed from office by a two-thirds vote of the Members.

ARTICLE V — SUBGROUPS

Section 1 — Subgroups have worked together under the umbrella of the New Kensington Arts Center. Subgroups can be an independent group who would benefit from a association with the Arts Center for meeting and work space. These subgroups continue function independently, having their own treasury, membership lists, events, and policies, but pledge their full support of The New Kensington Arts Center Mission Statement, Bylaws, and Code of Conduct. The New Kensington Arts Center will provide appropriate facility space, legal protection, and insurance for its subgroups. Future subgroups who join The New Kensington Arts Center will have these same privileges.

Section 2 — New Subgroups: Other associations, or clubs, that share our mission statement, may be accepted into The New Kensington Arts Center by a two-thirds vote of the members present at a regular meeting. New associations may be formed within The New Kensington Arts Center whenever there is interest. A convener may be assigned to develop an interest group and plan initial meetings, programs, and workshops, with the help of the Facilities Manager.

Section 3 — Dues and NKAC Participation: The subgroups shall encourage each of their constituents to also become members of The New Kensington Arts Center. Subgroups shall collect their own dues. A portion of each subgroup's annual dues, as specified in the Annual Operations Policy, shall be forwarded to the New Kensington Arts Center. This money is used to provide liability insurance and other shared concerns.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the members present at a meeting called with this item listed on its agenda. Proposed amendments must be submitted to the Secretary and communicated in advance to the membership.

Section 2 — Certification: These bylaws were approved at a meeting of the New Kensington Arts Center Membership by a two-thirds majority vote of the members.

ARTICLE III — MEETINGS

Section 1 — Membership Meetings: The New Kensington Arts Center's policy, programming, and mission shall be directed by its membership. Regular meetings shall be held monthly, though a pattern may be established where up to two months per year pass without a meeting. Additional meetings may occur at a time and place designated by the President (Article IV below). All changes to the expected meeting location, time, or date must be communicated to the membership two weeks in advance. The members may delegate components of the day-to-day operation of the center to committees, officers, and employees.

Section 2 — Annual Meeting: Unless changed by a majority vote of the membership, the Annual Meeting shall occur in April. Officers will be elected at this meeting and their term of office shall begin with the next Board of Directors or Membership Meeting. Nominations for all offices shall be presented to a Membership Meeting occurring at least one week prior to the Annual Meeting. Anytime a nomination(s) is made, including for mid-term vacancies, the President shall also request nominations from the floor (see Article IV Section 6).

Section 3 — Center Policies and Guidelines: The New Kensington Arts Center shall adopt a set of Center Policies and Guidelines, including a Code of Conduct, to insure that the Center acts in the interest of all of its participants, insures their safety during its programs, and promotes the improvement of the New Kensington community. These guidelines will be developed by the Board of Directors and updated or amended by the majority vote of the members at a Membership Meeting.

Section 4 — Quorum: The members present at any properly announced meeting shall constitute a quorum, providing that at least a third of the Board of Directors are present.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present, unless otherwise stated in our bylaws or guidelines.

ARTICLE IV — OFFICE HOLDERS

Section 1 — Board of Directors: The Executive Officers named below (Section 2) and the Trustees (Section 3) shall form a Board of Directors between regular meetings of the membership and carry out approved items. They will meet on regularly scheduled times (monthly) and at the call of the President. Voting members appointed to this Board shall not be related to each other or employees of the New Kensington Art Center. The total number of voting members on the Board of Directors shall not be less than seven or more than thirteen. In cases where there are less than seven active members interested in serving on the board, and in keeping with the family orientation of the NKAC, empty board seats may be filled by a NKAC member related to an existing board member.

Section 2 — Executive Officers: The five officers named below shall vote on the Board of Directors and perform the listed duties. The Membership may vote to redefine these positions, add to or delete voting officers, provided they do not shorten an elected officer's term or violate the total number on the Board as defined in Section 1.


- The **President** shall convene and preside over Membership Meetings and the Board of Directors. In their absence, the presiding role passes to others in the following order: Vice President, Facility/Operations Manager, Treasurer, and Secretary. The President shall also represent the Center in public functions.

ARTICLE VII — DISSOLUTION

Upon dissolution of the Corporation, all of its net assets, if any, shall be distributed exclusively for charitable or educational purposes to one or more organizations selected by this Board of Directors, which qualify for exemption from Federal Income Tax under the provisions of Section 501c(3) of the Internal Revenue Code of 1986, or any similar or corresponding law in effect as of the time of such dissolution, subject, however, to the laws of the Commonwealth of Pennsylvania. Provided, however, that any assets not so disposed of by the Board of Directors shall be disposed by a court of competent jurisdiction of the county in which the Corporation is then located to such organizations in Westmoreland County as selected by the court and which are described in Section 501(c)3 of the Internal Revenue Code of 1986, as from time to time amended or superseded.



Signed: William M. Hall - President Date: 1-13-2020


Suzzette Venturini - Secretary

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