

PARTNERS FOR THE PAC
A NON-PROFIT CORPORATION BYLAWS

Adopted June 29, 2017
Amended April 9, 2020

ARTICLE I
NAME

This organization is a non-profit corporation incorporated under the laws of the State of Oregon and is incorporated as Partners for the PAC. "PAC" stands for the Performing Arts Center at 588 16th St, Astoria OR, 97103.

ARTICLE II
OBJECTIVE

- 2.1 Purpose.** Partners for the PAC is formed for the purpose of providing support for the operation of a community performing arts center located in Astoria, Oregon. Partners for the PAC shall have the power to do all things lawful and necessary to accomplish this purpose.
- 2.2 Non-profit Status.** Partners for the PAC shall observe all local, state and federal laws which apply to a nonprofit organization as defined in the Internal Revenue code Section 501(C)(3).
- 2.3 Earnings.** No part of the net earnings or contributed funds of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (i) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III
MEMBERS

- 3.1 Members.** Partners for the PAC is a member organization in which the partners constitute the members. A partner is an organization that uses or has an interest in the PAC.
- 3.2 New Members:** To become a member, an organization will send a letter of application based on requirements set up by the Board of Directors. The application will require a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors for approval.

ARTICLE IV DIRECTORS

- 4.1 Board of Directors.** The management of Partners for the PAC and the direction of its efforts shall be vested in a Board of up to eleven (11) Directors. The Board of Directors shall transact the business of Partners for the PAC and shall have regular meetings for the transaction of such business.
- 4.2 Appointments.** A minimum of four (4) Directors shall be appointed by member organizations.
- 4.3 Public Members.** A minimum of two (2) public members shall be appointed by the existing Directors, and shall be people who are not currently connected with existing member organizations.
- 4.4 Removal.** Any Director may be removed with or without cause upon a vote of two-thirds (2/3) of the Directors present at any regular meeting, or at a special meeting called for such a purpose.

ARTICLE V MEETINGS

- 5.1 Regular Meeting.** A regular meeting of the Board of Directors shall be scheduled at the end of the previous meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Oregon, for the holding of additional regular meetings without other notice than such resolution.
- 5.2 Special Meeting.** Special meetings of the Board of Directors may be called by, or at the request of, the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board of Directors called by him, her, or them.
- 5.3 Presence at Meetings.** Any regular or special meeting of the Board of Directors may be by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting.
- 5.4 Notice of Meetings.** Notice of any special meeting shall be given at least 7 days prior to such meeting by written, faxed, e-mailed or telephoned notice delivered personally or mailed to each Director at the Director's home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 5.5 Quorum.** A majority of the number of currently identified Directors fixed by Section 4.1 of Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the Director or Directors present may adjourn the meeting.

- 5.6 Voting.** Each Director will be entitled to one vote. Voting by proxy is not allowed.
- 5.7 Attendance.** Every Director is required to attend all pre-scheduled Board Meetings. Three (3) consecutive unexcused absences shall disqualify any member from further service and his or her position on the Board shall be declared vacant.
- 5.8 Annual Meeting.** The June regular meeting shall be designated as the Annual Meeting, unless another day and time is specifically designated by the Board of Directors. The Annual Meeting shall be for electing officers, approving a budget for the coming year, and any other business that that may arise.

ARTICLE VI OFFICERS

- 6.1 Officers.** The officers of Partners for the PAC shall consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors and must be members of the Board of Directors.
- 6.2 President.** The President shall be the Chief Officer of Partners for the PAC and shall prepare an agenda for and preside at meetings of the Directors and at all other meetings of the members of Partners for the PAC; shall have general supervision of the business and affairs of the corporation and with the Secretary shall sign all contracts and obligations of the corporation; shall appoint all committees and committee chairpersons with Board approval.
- 6.3 Vice President.** The Vice President shall assume the responsibilities of the President if the President is unavailable, and perform such other duties as may be assigned by the President or the Board of Directors.
- 6.4 Secretary.** The Secretary shall keep the minutes of Partners for the PAC and Board meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general perform all other duties as from time to time may be assigned to the office by the President or by the Board of Directors. Recording of minutes may be delegated to a Recording Secretary who shall take and prepare the minutes of all meetings of Partners for the PAC and the Board. The Recording Secretary may or may not be a member of the Board of Directors.
- 6.5 Treasurer.** The Treasurer shall receive and disburse the funds of Partners for the PAC. The Treasurer shall make regular and annual reports to the Board as may be required by the Board of Directors. A Bookkeeper may be appointed by the Board of Directors who shall keep track of income and expenditures, and prepare financial reports for meetings of the Partners for the PAC and the Board. The Bookkeeper may or may not be a member of the Board of Directors. The Bookkeeper may or may not have signature rights on any financial accounts, at the discretion of the Board of Directors.
- 6.6 Financial Records.** The Board of Directors may cause the books and accounts of Partners for the PAC to be reviewed or audited as needed. The Board of Directors shall determine the level of examination.
- 6.7 Removal From Office.** Any officer may be removed with or without cause upon a vote of two-thirds (2/3) of the Directors present at any regular meeting, or at a special meeting called for such a purpose.

ARTICLE VII COMMITTEES

- 7.1 Committees.** The President shall appoint all committees subject to confirmation by the Board. Each committee shall be chaired by a member of the Board of Directors, or an individual approved by the majority vote of the Board. The function of each committee shall be to investigate and make recommendation. No committee shall have the power to commit Partners for the PAC on any matter of general policy without prior approval of the Board. The members present at a committee constitute a quorum for the transaction of committee business. The budget of all committees must be approved by the Board of Directors. The Board shall authorize and define the powers and duties of all committees.
- 7.2 Composition.** Each committee shall consist of at least three (3) persons and shall meet as often as necessary to perform the duties and responsibilities of its committee as prescribed by the Board of Directors or within these Bylaws. The Chairman of each committee may either be designated by the President or selected by the committee members, at the discretion of the President. A quorum at a committee meeting shall be the number of members present.
- 7.3 Removal from Committee.** Any committee member may be removed with or without cause upon a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors called for that purpose.

ARTICLE VIII FINANCE

- 8.1 General Fund.** All monies received in the form of fees or fund-raising activities by Partners for the PAC shall constitute the General Fund. Monies received as dedicated funds for specific purposes shall be set aside for said specific activities or purposes and shall not become part of the General Fund. Reallocation of donations will be at the discretion of the Board. Upon approval of the General Budget by the Board of Directors, the Treasurer/Bookkeeper shall be authorized to make disbursements on accounts for expenses provided for in the current budget without additional approval by the Board of Directors, subject to the rule of the Board. Checks over \$2,000 shall require two authorized signatures.
- 8.2 Budget Revisions.** The Board of Directors shall be authorized to adjust and/or revise the annual budget to conform with any limitations or expansions allowed or created by changes in the gross income according to changing business conditions throughout the year.

ARTICLE IX FISCAL YEAR

The fiscal year of Partners for the PAC shall be July 1 to June 30 of the following year.

**ARTICLE X
INDEMNIFICATION**

To the fullest extent allowed under Oregon law, Partners for the PAC shall provide for indemnification by Partners for the PAC of any and all current or former officers, directors and employees for any expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are or any of them are made parties, or a party, together with any liability for any monetary damages arising there from, which may be brought against said individuals by reason of having been officers, directors or employees of Partners for the PAC. In addition, and to the fullest extent allowed under Oregon law, no director or uncompensated officer shall be liable to Partners for the PAC or its members or delegates for monetary damages arising out of acts or omissions committed as a director or officer.

**ARTICLE XI
PARLIAMENTARY PROCEDURE**

The proceedings of Partners for the PAC shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended by a quorum of members in good standing at the annual meeting or any special meeting called for that purpose, provided that notice of the proposed change shall be plainly stated in the notice of the meeting at which the same is to be considered.

Adopted by the Board of Directors of Partners for the PAC on April 9, 2020

By Charlene Larsen
Charlene Larsen, President

By Brian Bergman
Brian Bergman, Vice President

By Mary Rohner
Mary Rohner, Secretary

By Cheryl Capellen
Cheryl Capellen, Treasurer