



To: CCPA Governance Committee

From: CCPA Bylaws Work Group

Date: October 10, 2022

RE: CCPA Bylaws Update Proposal

Purpose

To review current bylaws and recommend updates and revisions to bring the bylaws into alignment with current law and to improve clarity and enhance the community nature of the CCPA.

WORK product of the CCPA Bylaws Work Group

Attached is a Final Draft of the CCPA Bylaws Update Proposal. This draft has been reviewed by our attorney and is in compliance with State and Federal law.

BACKGROUND

The CCPA Bylaws Work Group, made up of four CCPA members and the Executive Director, met together in a dozen separate meetings. Each article and section of the current bylaws was reviewed and brought up-to-date to align with current state law, the CCPA mission, and to improve clarity and fairness in the governance of the CCPA.

The total combined time for this work well exceeded 50 hours. Individuals on the Work Group also spent many hours reviewing drafts and suggesting revisions to these draft bylaws.

Meetings were conducted via consensus. There was no voting or majority rule. These working sessions were not always comfortable but have resulted in proposed changes and clarifications that all members of the Work Group fully support.

These draft Bylaws updates are respectfully submitted to the Governance Committee.

Bylaws Work Group:

- Ed Kashin, CCPA Vice Chairperson, Chair of Work Group
- Sandra Bishop, member volunteer
- Jaci Guerena, CCPA Board Chairperson
- Steven Berkson, member volunteer
- Deb Maher, CCPA Executive Director

COMMUNITY CENTER FOR THE PERFORMING ARTS

BYLAWS

Article I - Name

The name of this corporation is the Community Center for the Performing Arts (CCPA).

Article II - Purposes

The Community Center for the Performing Arts is a corporation organized for Public Benefit under ORS 60.750 to ORS 60.770. It is tax exempt with a public or charitable purpose under section 501 (c) (3) of the Internal Revenue Code.

The purpose of the CCPA is the maintenance and operation of the Woodmen of the World Hall at 291 W. 8th Avenue, Eugene, OR for use as a community center for the performing arts, which will advocate for and provide educational and cultural activities, performances, shows, and events that support arts and arts education within the region, and offer space for community meetings and gatherings. It is a goal of the CCPA to maintain the building exterior in a manner that expresses its original character as nearly as is practicable. Members of the CCPA upon being accepted to membership shall agree to prevent and resist any efforts by any person, organization, corporation or agency to have the W.O.W. Hall demolished unless it is proven at the time that the building is structurally unsound and irreparable or for some other physical reason it is unusable as a Community Center for the Performing Arts or any other purpose that is beneficial to the Eugene, Oregon community.

Article III - Dissolution

At such time of dissolution, liquidation or abandonment of the corporation, all assets shall be distributed to a non-profit organization in accordance with state and federal law.

Article IV – Membership

Section 1. Members:

Any person may become a member of the CCPA by meeting a minimum donation amount or volunteer service requirement as set by the Board of Directors. A person may also become a member through a petition to the Board of Directors. The Board of Directors shall develop the membership requirements with the goal of ensuring that membership remains broadly attainable and affordable by members of the community.

Section 2. Meetings of the Membership:

A. There shall be an Annual General Membership Meeting with the date set by the Board of Directors.

- B. A Special General Membership Meeting may be called by the Board of Directors or by a petition by 20% of the total number of members in good standing.
- C. The time, place and topics for discussion at the Annual General Membership Meeting and any Special General Membership Meeting will be included in the meeting notice posted by the Board of Directors no less than 45 days prior to the meeting.
- D. The agenda of the Annual General Membership Meeting shall be established by the Board of Directors.
 - 1) Any additional item to be placed on the agenda of an Annual General Membership meeting by the membership requires a petition by 20% of the total number of members in good standing.
 - 2) Any petition, with the requisite number of petitioners, to add items to the Annual General Membership Meeting agenda must be submitted to the Board Chair at least 30 days before the Annual General Membership Meeting.
 - 3) Any items timely submitted by verified petition after the Annual General Membership Meeting notice has been posted will be added to the meeting agenda no later than 20 days before the meeting. Such additions to the agenda will be posted but do not require an additional meeting notice to the membership.
- E. All agenda items that are subject to a vote shall be posted in writing at least 20 days prior to the Annual General Membership Meeting.
- F. Each member in good standing shall have one vote, not exercisable by proxy.
- G. All meetings shall be conducted according to Robert's Rules of Order.
- H. A quorum at a General Membership Meeting shall consist of 25 members or a majority of the membership, whichever is less.
- I. To ensure member access to voting:
 - 1) All General Membership Meetings shall be recorded and made available for viewing online within 24 hours of the close of the meeting.
 - 2) Voting on all decision items in General Membership Meetings shall remain open until 5 p.m. on the fifth (5th) day after the date that the meeting is adjourned.
 - 3) At the discretion of the Board of Directors, voting processes may include physical ballots, electronic ballots, or both. The voting procedures will be made publicly available. The process must provide appropriate ballot security.

Section 3. Membership communication and privacy:

- A. The CCPA shall periodically publish the names of members. This list of members will be published no less than once per year. That list may further indicate the general donation levels of members without providing specific information about individual members' donations.
- B. In order to protect members' privacy, the CCPA will not distribute or allow to be inspected the organization's list of members that includes their contact information. In accordance

with ORS 65.224, a member's right to inspect the membership list is replaced by the process below.

- C. In order to promote member communication regarding issues pertaining to the Annual General Membership Meeting, including the election of Directors, the Board shall establish and maintain a process compliant with ORS 65.224 (7) for allowing members to communicate with the membership at large in advance of the Annual General Membership Meeting.

Section 4. Membership Termination:

The Board of Directors may terminate a person's membership for activity contrary to the purposes of the CCPA (as set forth in Article II), subject to approval by a 2/3 vote at a Special General Membership Meeting. Those persons with membership in question shall not vote on the question of their own membership status; such persons shall receive no less than 20 days written notice of the Special General Membership Meeting at which the person's membership status will be voted upon, and shall be entitled to be heard on the question at such a meeting.

Article V - Board of Directors

Section 1. Composition of the Board:

The Board of Directors may consist of up to, but not more than nine (9) elected members.

Section 2. Duties of the Board:

- A. Oversee the creation of policy, establish the strategic direction, and exercise all the powers of this corporation on behalf of its members, subject to the restrictions of law, the Articles of Incorporation, and these Bylaws.
- B. Oversee the Executive Director to ensure that organizational operations are aligned with Board policy and the strategic direction set by the Board.
- C. The Board is solely responsible for hiring, supervising, and other conditions of employment for the Executive Director, including ensuring that a fair evaluation process is established.
- D. It is the responsibility of the Board to ensure that there is a succession plan in place so that the organization has an Executive Director or Interim Executive Director at all times. The duties of that position would automatically pass to a designated staff member as the Interim Executive Director until the Board fills that position on a temporary or permanent basis.

Section 3. Board Member Qualifications and Requirements:

- A. An individual must be a member in good standing for at least 30 days immediately preceding becoming a candidate for election to the Board or being appointed to the Board.
- B. Board directors shall serve without compensation. Staff members must relinquish their staff position prior to being seated as a director of the CCPA.
- C. No former employee that was terminated for cause within the last 5 years shall be eligible for a position on the Board. No former director who was removed from the Board within

the last 5 years shall be eligible for a position on the Board. An exemption to this restriction may be granted by a vote of $\frac{2}{3}$ of all current directors.

Section 4. Election of the Board of Directors:

- A. The election of directors will take place at the Annual General Membership Meeting.
- B. Board Members shall be elected to two-year terms and are eligible for reelection at the end of any term.
- C. Board terms of service will be staggered with no more than half plus one board positions with two-year terms up for election each year.
- D. All Directors shall hold office until they resign, are removed from the Board, or their qualified successors are elected.
- E. All vacant board positions will be filled by election at each Annual General Membership Meeting. The candidates who receive the most votes will fill the available two-year positions. Any partial-term positions will be filled by the next highest vote recipients.

Section 5. Vacancies on the Board of Directors:

Any vacancy on the Board may be left unfilled until the next Annual General Membership Meeting or may be filled by appointment with a majority vote of the remaining directors. Appointees to Board vacancies will hold the office until the next Annual General Membership Meeting.

Section 6. Meetings of the Board of Directors:

- A. The first meeting of the newly elected Board of Directors shall be the organizational meeting held as soon after the Annual General Membership Meeting as is practical. At this meeting, the directors will elect the Board officers for the ensuing year.
- B. The Board of Directors shall meet monthly or as frequently as deemed necessary by the majority of the Board.
- C. A Special Board Meeting may be called by $\frac{1}{3}$ of the Board. Such a request must include the purpose of the meeting being called. The meeting will be held only for the purpose stated in the request. The Chair shall schedule the meeting in no less than 10 days, and no more than 20 days from the request. Every effort will be made to maximize the ability of all directors to attend.
- D. Notice and agenda shall be posted no later than five days prior to any meeting of the Board.
- E. A majority of the current directors shall constitute a quorum at any regular or special meeting.
- F. All meetings of the Board shall be open unless a majority of the current directors vote to have a closed executive session.
- G. All meetings shall be conducted according to Robert's Rules of Order.

Section 7. Censure, Suspension, and Removal of a Director:

- A. Censure: A director may be censured for cause by a 2/3 vote of the current directors.
- B. Suspension: A director may be suspended for cause, for no more than 60 days at a time, by a 2/3 vote of the current directors.
- C. Removal through a Special General Membership Meeting:
 - 1) A director may be removed through a vote of the General Membership. A motion to remove a director may be put to the membership through a Special General Membership Meeting called for that express purpose.
 - i. A quorum of the membership must be present at the Special General Membership Meeting.
 - ii. To advance a motion to the membership for a vote to remove a director requires a 2/3 affirmative vote by those present at the Special General Membership Meeting.
 - 2) A vote by the General Membership to remove a director will include a 5-day voting period, as set forth in Article IV, Section 2, Paragraph I (2) above .
 - i. Ballots will be distributed to the membership using a similar process that is used for electing the Board of Directors.
 - ii. Attendance at the Special General Membership Meeting will not be a requirement to participate in the vote for removal.
 - 3) The Board shall determine the process by which arguments for and against the removal will be made available to the membership.
 - i. All reasonable effort will be made to fairly present arguments for and against the removal at or before the time that members vote on the removal.
 - ii. The director whose removal is being voted on shall be afforded the opportunity to provide an argument to the membership against removal.
- D. Removal for Insufficient Attendance:

Any director who is absent from two (2) consecutive or five (5) cumulative regular board meetings in a 2-year period shall automatically be removed from the Board, unless such absences are excused by a vote of the Board. In order to qualify as being present in a meeting, a director must be present for at least 3/4 of the scheduled meeting time.

Section 8. The Executive Director:

The Executive Director will be a non-voting member of the Board of Directors.

Article VI – Officers

Section 1. Officers:

The officers of the CCPA shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. These four offices shall be elected by the Board of Directors for a term of one year.

Section 2. Duties of Officers:

A. Chairperson:

- 1) Ensure that all meetings of the membership, the Executive Committee, and the Board of Directors are properly managed.
- 2) Act as liaison between the Board of Directors and the Executive Director.
- 3) Act as liaison between the Board of Directors and the Membership.
- 4) Has limited authority to make time-sensitive decisions on behalf of the Board between meetings when it is not possible to convene a meeting of the Executive Committee or the entire Board before a decision must be made.
 - i. The Board must be immediately notified of the decision and the basis for making that decision.
 - ii. A report of the decision and the basis for that decision shall be made at the next regular public meeting of the Board of Directors. Public release of details may be appropriately limited if the matter is confidential.
- 5) Ensure that the Vice Chairperson is sufficiently informed of current issues and events so that the Vice Chairperson is able to assume the duties of this office, should the need arise.

B. Vice Chairperson:

- 1) Assume all duties and responsibilities of the Chairperson in their absence.
- 2) Assume those duties of the Chairperson as delegated by the Chairperson and otherwise assist the Chairperson in the execution of their duties.

C. Secretary:

- 1) Is responsible to ensure that minutes are taken at all Board and General Membership meetings and are publicly posted online and at the Woodmen of the World Hall.
- 2) Will ensure that a process is in place to maintain accurate membership records.

D. Treasurer:

- 1) Will oversee the financial administration of the CCPA and ensure that all funds are managed in accordance with the adopted budget.
- 2) Will ensure that appropriate financial reports are created and provided to the Board and the Membership.
- 3) Ensure that financial policies and procedures are reviewed and enforced.

E. Presiding over all meetings of the Membership, Executive Committee, or the Board of Directors:

- 1) The Chairperson will normally preside over all meetings.
 - 2) If the Chairperson chooses not to preside over a meeting, or any portion of a meeting, the Vice Chairperson shall preside over the meeting.
 - 3) The Chairperson and Vice Chairperson may jointly appoint someone to preside over a meeting.
 - 4) The Board may, by majority vote, appoint a person other than the Chairperson or Vice Chairperson to preside over any particular meeting.
- F. All officers shall perform such other duties as may be prescribed by the Board of Directors or the Membership.

Section 3. Executive Committee:

The Executive Committee of the Board shall be composed of Board Officers and the Executive Director. The Executive Committee is responsible for handling emergency situations. If the Executive Committee is convened, any decision and the rationale for that decision will be immediately reported to the Board. A report of the decision and the basis for it shall be made at the next regular public meeting of the Board of Directors. Public release of details may be appropriately limited if the matter is confidential.

Section 4. Execution of Documents:

All instruments requiring the formality of execution and acknowledgement shall be signed by at least two (2) officers of the Board of Directors.

Article VII – Executive Director

The Executive Director shall be the chief administrative officer and have administrative and financial authority with the oversight of the Board.

Article VIII – Budget

Section 1. Fiscal Year:

The fiscal year shall start on July 1st each year.

Section 2. Budget Development:

- A. A Membership Budget Meeting will be held annually at which the Board will present to the membership a financial statement and budget for the upcoming fiscal year. The budget will align with the mission and vision of the CCPA. The Board will ensure that the development of the budget will include a public process. This will allow members to become familiar with the budget and provide input before it is adopted by the Board. The Board shall ensure that an updated copy of the budget will be available to members.
- B. A financial report will be presented at the Annual General Membership Meeting.

Section 3. Accounts and Auditing:

The CCPA shall maintain a modern system of financial accounts. Audits may be made at any time on the order of the Board of Directors.

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Article IX – Amendments

- A. These Bylaws may be amended with the approval of 2/3 of the membership voting on the change. Bylaw amendments may only be put to the membership by being placed on the agenda of the Annual General Membership Meeting.
- B. Any bylaw changes added to the Annual General Membership Meeting agenda by the Board shall require 60-day notice to the membership.
- C. Any bylaw changes to be added to the agenda by member petition must be submitted to the Board Chairperson 70 days before the Annual General Membership Meeting. This will allow the proposed changes to be made available to the membership at least 60 days before the meeting.

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