



## COMMUNITY CENTER FOR THE PERFORMING ARTS

### BYLAWS

**Article I - Name:** The name of this corporation is the Community Center for the Performing Arts, Inc.

**Article II - Purposes and Goals:** The purposes of the organization are as stated in the Articles of Incorporation of the Committee to Secure a Westside Community Center for the Performing Arts, Inc. (incorporated by the State of Oregon). The specific goals which are intended to achieve those purposes are as follows: This organization and its members will engage in all lawful activities necessary or helpful in achieving the purchase, maintenance and operation of the Woodmen of the World Hall at 291 W. 8<sup>th</sup> Avenue, Eugene, OR for use as a community center for the performing arts, as long as it is practicable to do so. It will be a goal of the C.C.P.A. (Community Center for the Performing Arts) to maintain the building exterior in a manner that expresses its original character as nearly as is practicable. Members of the C.C.P.A. 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.

The Community Center for the Performing Arts, Inc. is a corporation organized for Public Benefit. It is tax exempt under section 501 (c) (3) of the Internal Revenue Code or is organized for a public or charitable purpose. It does not come within the definition of Religious Corporation.

**Article III -** None of the net earnings of this corporation shall inure to any individual. There shall be no capital stock. At such time of dissolution, liquidation or abandonment of the corporation, all assets shall be distributed only to a non-profit corporation, or corporations, organized and operated for charitable and educational purposes as exempted under section 501 (c) (3) of the Internal Revenue Service Code. On dissolution, the corporation must distribute its assets to an organization organized for public or charitable purposes, to a religious corporation, to the United States, to a state or to an organization which is tax exempt under section 501 (c) (3) of the Internal Revenue Code. The corporation may indemnify staff, board and agents in accordance with regulations ORS 65.391 through 65.414.

**Article IV – Membership:** *Section 1. Members:* Any person may become a member of the C.C.P.A. by: A) Stating her/his support of the C.C.P.A. as set forth in Article II, and B) Either: 1) volunteering ten hours free labor/year for the C.C.P.A., or 2) paying a membership fee of \$15/year, or 3) petition to an approval of the Board of Directors.

*Section 2. Posting of the Membership:* The Board of Directors shall post at the place of business a current list of members by April 1<sup>st</sup> each year. The public listing of members' names will be only in accordance with regulations ORS 65.224, section 7. Any candidate for election to the Board of Directors shall have been a member of the C.C.P.A. at least 30 days prior to the date of the Annual Membership meeting.

*Section 3. Meetings of the Membership:* A) There shall be an Annual General Membership Meeting each year (date to be decided upon by the Board of Directors). B) Special Membership Meetings may be called

by the Board of Directors or 2/3 of the membership. C) Notice: The time, place and topics for discussion for the Annual General Membership Meeting and any special meetings will be served by the Board of Directors no less than 20 days prior to the meeting. D) Each member in good standing shall have one vote, not exercisable by proxy. E) All meetings shall be conducted according to Roberts Rules of Order. F) A quorum at the General Membership Meeting shall consist of 25 members or a majority of the membership, whichever is less.

*Section 4. Termination:* A) A person's membership may be terminated for activity contrary to the goals of the C.C.P.A. (as set forth in Article II) by the Board of Directors, subject to approval by a 2/3 vote at a Special Membership Meeting. Those persons with membership in question shall not vote on their own termination; such persons receive 20 days written notice and shall be entitled to a hearing at such a meeting. B) All persons disqualified under section 4964A of the IRS code shall be excluded or terminated from membership.

**Article V - Board of Directors:** *Section 1.* The Board of Directors may consist of up to, but not more than nine (9) members. Members of the Board shall serve without compensation. No person receiving regular compensation as staff will be eligible to serve on the Board. The Board of Directors shall implement general policies, control the properties and manage the affairs and business of the C.C.P.A. The Board of Directors shall exercise all the powers of this corporation and its members, subject to the restrictions of law, the Articles of Incorporation, and these Bylaws. The Board of Directors shall direct the officers and staff in the use, control and maintenance of the property of the C.C.P.A.

*Section 2. Election of the Board of Directors:* A) Upon passage of these Bylaws, the Board of Directors shall be elected at the first Annual General Membership Meeting. B) At the initial election, half of the Board shall be elected to a one year term and the remaining positions shall be two year terms. This will allow for the establishment of a yearly cycle in which half of the Board shall be up for re-election each year. Thereafter Board Members shall be elected to two year positions. C) Each member of the Board shall be eligible for re-election. D) All Directors shall hold office until their successors are elected and qualified.

*Section 3. Vacancies in the Board of Directors:* Vacancies in the Board due to death, disqualification or resignation shall be filled by majority vote of the remaining Board. This position shall be held until the Board calls a special Membership Meeting or until the next Annual Membership Meeting, whichever comes first. At that time, the position shall be filled for the duration of the term by vote of the General Membership.

*Section 4. Meetings of the Board of Directors:* A) The Annual Meeting of the Board of Directors shall be held as soon after the Annual Membership Meeting as is practicable. At this meeting, the officers of the C.C.P.A. shall be chosen 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) Special meetings may be called by 1/3 of the Board, on five days' notice to the other Directors. Notice and agenda shall be posted five days prior to all meetings of the Board. D) A majority of the present Board shall constitute a quorum at any regular or special meeting. E) All meetings of the Board shall be open to the membership unless a quorum of the Directors shall vote to have a closed session.

*Section 5. Removal of a Director:* A) Members of the Board of Directors may be removed by a 2/3 vote at any General Membership Meeting when 20 days written notice of the meeting and the intention to place the removal of a Director on the agenda has been made to all Directors and to the membership at large. It shall be the responsibility of the person(s) seeking the Director's removal to comply with the above prior notification requirements.

*Section 6. Attendance:* A) Any Director who shall absent from 2 consecutive or 5 cumulative regular meetings per 2 year term of the Board of Directors shall be automatically dropped from the Board, unless such absences are excused by a vote of the Board.

**Article VI – Officers:**

*Section 1. Officers:* The officers of the C.C.P.A. 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.* The Chairperson in her/his absence the Vice Chairperson will preside at all meetings of the membership and of the Board of Directors unless a temporary facilitator is elected for that meeting. The Chairperson shall sign with the Secretary or Treasurer all instruments requiring the formality of execution and acknowledgement.

*Section 3.* The Secretary shall be responsible to see that minutes are taken at all meetings and are posted in a public place at the Woodmen of the World Hall. The Secretary shall see that an accurate membership record is maintained.

*Section 4.* The Treasurer shall be the custodian of all funds of the corporation and shall receive and dispense funds in accordance with the budget adopted by the General Membership and at the direction of the Board of Directors.

*Section 5.* All officers shall perform such other duties as may be prescribed by the Board of Directors or the Membership.

**Article VII – Manager:** The Board of Directors may, at their discretion, employ a manager and other staff, under such contracts of employment and compensation as they deem advisable, and may terminate such employment at their discretion, subject to the terms thereof. The manager may be delegated the full authority to conduct the ordinary and customary business of the facility operated by the Corporation.

**Article VIII – Budget:** *Section 1.* The fiscal year shall start on July 1<sup>st</sup> each year.

*Section 2.* At the Annual General Membership Meeting, a financial statement, a budget, and a general policy statement for the following fiscal year shall be presented by the Board of Directors to the membership for approval. The budget shall contain the Board’s best estimate of anticipated funds and expenditures for the coming fiscal year. No funds may be encumbered from this budget without the budget and policy statement first being approved by a majority vote of the membership present at a meeting. The Board of Directors must call a special General Membership Meeting whenever substantial deviations from the approved budget and/or policy are contemplated.

*Section 3. Accounts and Auditing:* The Corporation shall maintain a modern system of accounts. Audits shall be made at any time on the order of the Board of Directors or on a majority vote of the members at any regular or special meeting.

**Article IX – Amendments:** These Bylaws may be amended by a 2/3 majority vote at any regular or special General Membership Meeting when at least 20 days prior notification has been made to all members of the intention of placing said amendments on the agenda.

<NOTE: These Bylaws display changes voted on and approved at the General Membership May 24<sup>th</sup>, 1993>  
<NOTE: These Bylaws were retyped from printed copy by Mike Janes November 17<sup>th</sup>, 2016>