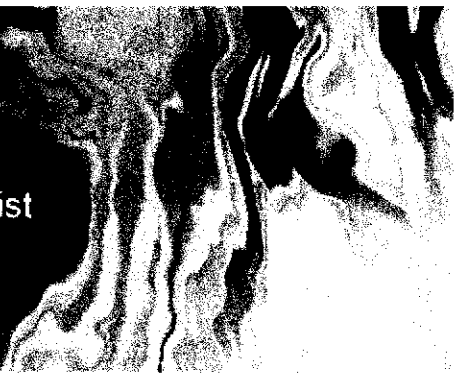




Bringing Community to the Artist
and Art to the Community



PENINSULA ART LEAGUE BYLAWS

Revised 07/14/2023 and Adopted 09/11/2023

ARTICLE I NAME AND IDENTIFICATION

Section 1: Name

The name of this non-profit organization incorporated under the laws of the State of Washington is the "Peninsula Art League" ("PAL"). PAL is tax exempt under Sec. 501(c) (3) of the Internal Revenue Code and will at all times maintain its tax exempt status.

Section 2: Permanent Address

The permanent address of the corporation is: 3118 Judson Street, P.O. Box 1422, Gig Harbor, Pierce County, Washington 98335. PAL may establish a physical office within the State of Washington as the Board of Directors may determine.

ARTICLE II PURPOSE OF PAL

Section 1: Primary Purpose

PAL brings together creative people from throughout the region to share ideas, explore new techniques, and take part in activities that encourage and promote the arts. PAL brings community to the artist through meetings, workshops, education, and volunteer scholarships for the study of art. PAL brings art to the community through art exhibits, a summer art festival, and the funding of high school senior scholarships to promote the study of art.

Section 2: Furtherance of Primary Purpose

To further the primary purpose of PAL, the Board of Directors will establish a long range strategic plan, which it will review annually, and will adopt an annual budget to provide programs, the summer festival, exhibits, and scholarships.

ARTICLE III MEMBERS

Section 1: Qualifications

Membership is available to amateur and professional artists (at least 18 years of age) engaged in creating original works of art, and those who are interested in engaging and assisting in promoting the stated purpose of PAL. Prospective members shall complete and submit the required membership forms and shall pay all membership dues and fees.

Section 2: Annual Dues

The Board of Directors shall determine the amount of annual dues payable to PAL by the Members. All dues shall be paid by the member's anniversary date. Failure to pay the annual dues by the member's anniversary date shall result in exclusion from the membership roster and suspension of all PAL privileges.

Section 3: Rights and Privileges

Members are entitled to vote, hold office, serve on the Board of Directors, and participate in all PAL events in accordance with the rules, standards and criteria established for said events.

Section 4: Annual Meetings

There shall be an Annual Meeting in November each year for the election by Members of the Officers and Board of Directors and for receiving the annual reports of the Officers, Directors, and Committees, and for other business. Notice of the meeting shall be posted electronically to the last recorded email of each Member at least ten days prior to the time appointed for the Annual Meeting.

Section 5: General Meetings

There shall be regularly scheduled monthly Membership Meetings as determined by the Board of Directors to provide Members with art education and an opportunity to socialize and network with fellow artists.

Section 6: Special Meetings

Special meetings of the Membership may be called by the Board of Directors as needed or as requested by at least ten Members. Notice for any special meeting shall be given in the same manner as the notice of the Annual Meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting.

Section 7: Voting Rights and Proxies

7.1. Voting Rights. Each Member is entitled to one vote on each issue submitted to the Membership for vote. A Member may vote in person, by proxy, or via mail or e-mail. Forty members or twenty-five percent (25%) of the Members entitled to vote (either at a meeting, by proxy, or by electronic means), whichever is less, is necessary to constitute a quorum for the transaction of business. A simple majority of the quorum is necessary to pass a measure.

7.2. Proxies. Every Member is entitled to vote at any meeting by proxy. A proxy shall be in writing and revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, it shall be invalid eleven months from the date of its execution. Proxies may be hand delivered at a meeting or sent by e-mail to the Secretary.

ARTICLE IV DIRECTORS

Section 1: General Powers

Except as otherwise provided by the Articles of Incorporation, the Bylaws, and/or the State of Washington, the corporate powers and affairs of PAL are exercised and conducted by the Board of Directors. The Board of Directors may:

- a. Hold meetings at such times and places as it deems appropriate.
- b. Admit, suspend or expel members.
- c. Establish standing and ad hoc committees.
- d. Audit bills and disperse the funds of PAL.
- e. Correspond/communicate with other associations and legal entities.
- f. Employ agents who may be compensated.

Section 2: Number and Qualifications of Directors

The authorized number of Directors of PAL is a minimum of seven and maximum of fifteen.

Section 3: Board Nominations

By the October Board meeting each year, the Executive Committee shall recommend to the Board, a slate of candidates for Officers and Directors to stand for election at the

Annual Meeting. The Annual Meeting shall occur in November each year unless a quorum of the current Board of Directors votes to move the Annual Meeting to a later date. In all cases the Annual Meeting must occur within the first quarter of the calendar year.

Section 4: Tenure and Qualifications

Each Director is elected to a term of three years, commencing at the end of the Annual Meeting. Directors may serve three consecutive terms and after a two-year hiatus from the Board of Directors, may be re-elected to another three consecutive three-year term. The Board may recommend that a Director's third term of office be extended in one-year increments if it finds doing so is in the best long-term interests of PAL. Director candidates shall be members of PAL and demonstrate community leadership and interest in the purposes of PAL.

Section 5: Meetings

a. Regular meetings of the Board of Directors shall be held in conjunction with the General Meetings of the Members, as defined in these Bylaws. Notice of the regular meetings and other official notices shall be posted electronically and sent to the last recorded email address of the Board Member.

b. Special meetings may be called by the President or by written request of two or more members of the Board. Directors must be provided at least three day's written notice of the time, place, and location of a special meeting. Business transacted at any special meeting is limited to the business set forth in the written notice.

c. Prevailing parliamentary law shall be used at meetings unless it is contrary to these Bylaws. A simple majority of current Directors shall constitute a quorum.

d. The Secretary, or other board member appointed for the purpose, shall take minutes of the business conducted at all regular and special meetings of the Board. The minutes shall be posted in the Member Only section of the website and shall be approved and adopted at the next Board Meeting.

Section 6: Duties and Responsibilities of Board Members include:

- a. Maintain and promote the identity of PAL within the community.
- b. Be legally responsible for the conduct of the business of PAL.
- c. Be informed of finances and assist in creating the annual budget.
- d. Chair or be a member of at least one PAL committee.

- e. Strive to regularly attend meetings of the Board and General Membership and to participate in PAL activities.

Section 7: Attendance, Vacancy, Removal

7.1 Attendance. Directors are expected to attend at least 70% of scheduled Board Meetings, special events, and assigned committee meetings. If a Director is not able to be physically present at a meeting, alternative means of participation such as telephone or video conferencing may be made available if feasible.

7.2. Vacancies. Vacancies on the Board of Directors may be filled by a vote of the majority of the remaining Director during any Board meeting. The newly elected Director will begin the month following his/her election and shall hold office for the unexpired term.

If a Board Member becomes inactive or is absent from three consecutive Board meetings without good cause, the Board of Directors may declare that the Director's position on the Board is vacant.

7.3. Removal. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of 80% of a quorum of the Members at any special meeting called for that purpose.

ARTICLE V OFFICERS

Section 1: Officers

Officers shall be the President, First Vice President, Second Vice President[s], Secretary and Treasurer.

Section 2: Duties

a. The President of the Board shall supervise all activities of PAL and execute all instruments on its behalf; preside at all meetings of the Board; and perform other duties usually inherent in such office. The President shall be an ex-officio member, with voting rights, of all committees. The President shall appoint Board Members to committees and shall appoint all chairpersons of PAL committees.

b. The First Vice President of the Board shall act for the President in his/her absence and perform such other duties as the President may direct.

c. The Second Vice President(s) shall oversee and assist the Member Show Committee in all matters relating to exhibits and shows.

d. The Secretary of the Board shall attend all meetings, prepare and review the minutes of all meetings, and perform such duties as the President may direct. In the absence or disability of the Secretary, the Board of Directors may appoint a temporary secretary.

e. The Treasurer shall chair the Finance Committee and shall ensure the Board is provided with regular monthly accountings of all transactions and of the financial condition of PAL. The Treasurer shall keep an account of all monies received and expended by PAL. The Treasurer shall deposit all funds received by PAL in a bank or trust account approved by the Board of Directors. Funds may be drawn from PAL bank accounts or trusts only upon the signature of the President, Treasurer, and/or Assistant Treasurer. All funds and financial records of PAL remain under the supervision of the Board of Directors and subject to its inspection and control.

The Treasurer shall arrange for an annual "soft" review of PAL account books by an independent qualified individual approved by the Board of Directors. PAL's books shall be subject to a full audit every three years by an independent qualified individual chosen by the Board of Directors. The Treasurer shall present all canceled checks, bank statements, receipts, and books in an orderly condition for the audit and shall in all other manner cooperate with the auditor.

The Treasurer may appoint a non-voting assistant treasurer to assist in these duties.

Section 3: Term of Office

Terms of office shall be one year. Officers shall be elected by the Board of Directors at the Annual Meeting. The term of office shall begin at the close of the Annual Meeting or until successors are elected. Any one or more Officer may be removed either with or without cause, at any time, by a vote of 80% of a quorum of the Members at any special meeting called for that purpose.

Section 4: Vacancies

All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting or at a special meeting called for that purpose.

ARTICLE VI COMMITTEES

The Standing Committees consist of Executive, Program, Member Show, Summer Art Festival, Open Juried Show, Screening, Communications/Marketing, Hospitality, Newsletter, Membership, and Scholarship.

Section 1: Method of Appointment, Other Committees, Quorum, and Vacancies

1.1 Method of Appointment. Chairs and members of the committees shall be appointed by the President and approved by the Board.

1.2 Other Committees. The President may, at any time, appoint other committees on any subject, which may be standing, ad hoc, or other special committees.

1.3 Quorum. A majority of any committee of PAL shall constitute a quorum for the transaction of its business.

1.4 Vacancies. Committee vacancies shall be filled by the President, with input from the members of the committee with the vacancy, and the Board.

ARTICLE VII
NO COMPENSATION

No Director, Officer, Committee Member, or PAL Member shall receive directly or indirectly any salary or compensation from PAL. No Director, Officer, Committee member, or PAL Member shall have a financial or other interest, directly or indirectly, in any contract relating to the operations conducted by PAL or for furnishing supplies to PAL, unless authorized by vote of all the disinterested Directors.

No Director, Officer, Committee Member, or PAL Member shall receive the net earnings or pecuniary profit from the operations of PAL at any time, provided that this shall not prevent payment to any such person for reasonable compensation for services rendered to or for PAL in carrying out any of its purposes if authorized by vote of all the disinterested Directors.

ARTICLE VIII
CONFLICTS OF INTEREST

Whenever a Director, Officer, or Committee Member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall:

- a) fully disclose the nature of the interest and
- b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IX
FISCAL YEAR

The fiscal year of PAL shall be January 1st to December 31st.

ARTICLE X
INDEMNITY

The Board shall indemnify any member, officer, or agent who undertakes any duly authorized action on behalf of PAL to the greatest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon dissolution of PAL, the assets of PAL, after all debts have been satisfied, shall be given, in the manner permitted by applicable law, to an organization described in Section 501(c)(3) of the Internal Revenue Code and that carries out purposes similar to PAL's purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located. No Director, Officer, Committee Member, or Member of PAL shall be entitled to share in the distribution of any of the corporate assets upon dissolution of PAL.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended by a vote of at least 80% of a quorum of the members present at any duly convened meeting of the corporation. Any proposed change to the bylaws shall be set forth in a memorandum sent to each member (at the last recorded email address) at least ten (10) days prior to the meeting.

ADOPTED BY RESOLUTION of the Board of Directors at the monthly meeting of the Board on September 14, 2023.



ROBIN AVNI, Secretary