

# Bylaws of the Greece Performing Arts Society, Inc.

Revised 2021

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## **ARTICLE I – Name/Office**

The name of the Corporation is The Greece Performing Arts Society, Inc., hereinafter referred to as GPAS or the Corporation. The principal office of the Corporation shall be in the Town of Greece, County of Monroe, State of New York. It may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require. GPAS is a New York charitable corporation under Section 201(c) of the Not for Profit Corporation Law and is a tax-exempt organization under Sections 501(c)(3) and 509(a) of the Internal Revenue Code.

## **ARTICLE II – Mission Statement**

The Greece Performing Arts Society, Inc. provides opportunities to participate in the performing arts, develops community support, promotes education and growth, and fosters an appreciation of the arts in our community.

## **ARTICLE III – MEMBERSHIP**

### **1. MEMBERSHIP**

A. Any person or entity who or which makes a monetary contribution to the Corporation during a fiscal year, which equals or exceeds a membership amount set with respect to that year, shall be a member of the GPAS and shall then become entitled to vote at every meeting of members held during the remainder of that fiscal year including the Annual Meeting of members held within that fiscal year.

B. The Board of Directors may establish and attach names and descriptions to classes of membership in recognition of differing levels of financial support or of other services rendered to GPAS and may set different levels of appropriate benefits to each such level if desired, provided that every member has one vote regardless of classification.

C. The Board shall set the membership amount prior to the beginning of a fiscal year and will assure that it is publicized to the membership in appropriate ways, and likewise with amounts or qualifications set for one or more classes of membership. Every such amount will remain in effect for subsequent fiscal years, until changed and republished by the Board in advance of a coming year.

D. Conclusive proof of membership shall consist of the member's entry on the Corporation's Membership List maintained by the Secretary.

E. Members shall not be personally liable for the debts, liabilities or obligations of the corporation.

## 2. REVOCATION OF MEMBERSHIPS

Should it be alleged that a member has undertaken actions that are deemed detrimental to GPAS, the membership may be revoked by a vote of the Entire Board of Directors, provided that the member was given the opportunity to participate in the Four Step Removal Process. (Please refer to the Addendum: Four Step Removal Process.)

## 3. MEMBERSHIP MEETINGS

A. ANNUAL MEETING – The Annual Meeting of Members shall be held at such time after the close of each fiscal year and at such place as may be fixed by resolution of the Board, which must be done not later than 3 months before the selected date. The Secretary shall cause to be mailed or emailed to every member in good standing at such member's address as it appears on the Corporation's Membership List a notice stating the time and place of the Annual Meeting, not less than 30 nor more than 50 days in advance of the said meeting. The business to be conducted at each Annual Meeting shall consist of the presentation of the Annual Report of Directors, GPAS past year accomplishments, GPAS vision for the future, and such other business as may properly come before the meeting. The President, Vice President, or in their absence, a chair selected by a majority vote of the members present, shall be the presiding officer.

### B. GENERAL ELECTION

The General Election shall be held at such time before the close of each fiscal year and at such place as may be fixed by resolution of the Board, which must be done not later than 2 months before the selected date. The Secretary shall cause to be mailed or emailed to every member in good standing at such member's address as it appears on the Corporation's Membership List a notice stating the time and place of the General Election, not less than 30 nor more than 50 days in advance of the said meeting. The business to be conducted at the General Election shall consist of the election of Directors, and such other business as may properly come before the meeting. The President, Vice President, or in their absence, a chair selected by a majority vote of the members present, shall be the presiding officer. Ballots may be returned by mail or emailed to the secretary.

C. SPECIAL MEETINGS – The Directors may call special meetings of the Corporation. The Secretary shall cause a notice of such meeting to be mailed or emailed to all members at their addresses as they appear in the Membership List, at least 10 days but not more than 50 days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose or purposes of the meeting and by whom called. Special meetings of the members may also be called by ten percent (10%) of the total number of members entitled to vote at such a meeting, whichever number is the lesser, which call shall be accomplished, and notice given, through the Secretary of the Corporation and shall comply with applicable provisions of law. No business other than that specified in the notice may be transacted at a special meeting.

D. QUORUM – At any Annual or special meeting, the number of members entitled to cast ten percent (10%) of the total number of votes entitled to be cast thereat, or one hundred (100) members, whichever number shall be lesser, present in person or by proxy, shall constitute a quorum for the transaction of any business.

E. ADJOURNMENT – The members present at any meeting of members, whether or not a quorum is present, may adjourn the meeting to another time and place, and it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned be announced at the meeting. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under this Section 3.

F. MEMBERSHIP LIST – A Membership List showing the names of members as of the date pertinent to a meeting, certified by the secretary of the Corporation, shall be produced at such meeting of members upon the request of any member who has given written notice to the Corporation by delivery to the Secretary at least ten days prior to such meeting. All persons appearing on such Membership Roll shall be entitled to vote at the meeting.

G. FIXING RECORD DATE – For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent without a meeting, the Board may fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting or before seeking action by unanimous consent. If not so set, the record date shall be the close of business on the second day before the notice is sent.

H. ACTION BY MEMBERS WITHOUT A MEETING – Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

I. PROXIES – Every member entitled to vote at a meeting of members or to express consent without a meeting may authorize another person to act for him or her by proxy. The proxy shall be in writing signed by the member, a proper attorney-in-fact or authorized officer, and it or a complete reproduction shall be submitted as instructed in connection with a vote. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member or agent executing it, except as otherwise provided by law.

#### **ARTICLE IV – Board of Directors**

##### 1. NUMBER, Classification and Tenure of Directors

A. The Corporation shall be managed by its Board of Directors, which shall have all the powers and duties provided or regulated by the laws of New York and by these by-laws. Each Director must be at least 18 years of age and must be a voting member of GPAS.

B. Each Sponsored Group shall elect from among its members one representative to be a member of the Board. The remaining members of the Board shall consist of not less than 3 nor more than 15 persons elected by the members of the Corporation.

C. Each Director elected by the members shall serve for a term of 3 years terminating at the end of the third fiscal year or until the successor is elected and has qualified. Ideally, terms for the member-elected Directors should be staggered so that one-third (1/3) of their number is elected each year. Special accommodations can be made to extend a current board member's term, with their permission, to bring us closer to a uniform distribution to our elections.

D. Each Director elected by a Sponsored Group shall also serve for a 3-year term the beginning and end of which shall be specified by the electing group. Whenever a group elects or re-elects a person, it shall certify to the Secretary the fact of election and specify the assigned termination date.

E. There is no limit of service for any elected Director.

F. The Board of Directors may determine, by resolution adopted by affirmative vote of a majority of the Entire Board of Directors, the total number of Directors (combined member and group elected) that will constitute the "Entire Board" from and after the passage of the resolution and until changed by further resolution. No decrease in number of Directors shall shorten the term of any incumbent Director.

## 2. NOMINATION and Election of Directors

A. The officers shall act as a nominating committee to prepare a slate of Director candidates to be delivered to the Secretary not later than 30 nor more than 50 days before the General Election. The slate shall include and identify any persons who have been elected to fill vacancies through the end of the fiscal year and are to be re-elected to full terms.

B. Members of GPAS may make other nominations. Such nominations must be made in writing and signed by not fewer than 25 members of the Corporation. Any such nomination shall be delivered (along with biographic information on each proposed candidate) to the Secretary not later than 30 nor more than 50 days before the General Election. Nominations from the floor at the General Election will not be in order. Write-in candidates on ballots will not be accepted.

C. The Secretary shall prepare a ballot that contains an alphabetized list of all candidates. The ballot shall state the total number of member-elected seats to be filled and shall specifically say that the list is alphabetized and that the candidates receiving the highest number of votes will be elected regardless of their position on the list. This ballot shall be included with the notice of the General Election. There shall also be included for information purposes a statement of the names and terms of the Board members serving by election of the Sponsor Groups. Each member shall mark the ballot and return it to the Secretary to be received no later than two (2) days prior to the day of the General Election. However, if a member has not so returned his/her ballot, he/she may vote at the General Election.

D. Directors shall be elected by a plurality of the votes cast at the General Election of GPAS.

## 3. Newly Created Directorships and OTHER Vacancies

Vacancies occurring in the Board resulting from an increase in the number of Directors, or for any other reason except a removal without cause, may be filled by a vote of a majority of the Directors then in office, even if that is less than a quorum, or by the applicable Sponsored Group, as the case may be. A Director elected to fill a vacancy shall be elected to hold office

until the next General Election or until his/her successor is elected and qualified. Vacancies occurring by reason of a removal without cause may be filled only by vote of the members.

#### 4. Removal of Directors

Any or all of the member-elected Directors may be removed for cause or without cause by vote of the members, and any of the Sponsored Group Directors may be removed for cause or without cause by vote of that group. Any or all of the member-elected Directors may be removed, for cause only, by vote of the Board, but in that case the quorum required at time of the vote shall be a majority of the Entire Board. (Please refer to the Addendum: Four Step Removal Process.)

#### 5. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation by the Board shall not be necessary to make it effective.

#### 6. Quorum of Directors

Half of the entire Board shall constitute the quorum required for the transaction of business. If an emergency arises, a quorum of One-third can transact business, but this business will be reviewed at the next full meeting of the board.

#### 7. Action of the Board

A. Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, at a meeting of the Board, and if a quorum is present at the time of the vote, shall be the act of the Board.

B. Each Director present shall have one vote, to be given in person in the meeting. Voting by proxy or leaving one's vote with another, whether or not in writing, is never permitted.

C. Any one or more members of the Board of Directors may participate in a meeting of the Board by means of video or phone conferencing. Participation by such means shall constitute presence in person at a meeting.

D Any action required or permitted to be taken by the Board may be taken without a meeting if all incumbent Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of its proceedings. Consents may be provided in a writing signed by the Director delivered to the Secretary either as an original or by email.

E. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be deemed to be present at the time of the vote for the purposes of this section.

## 8. Meetings of the Board

A. The Board may hold its meetings at such places and times as specified by resolution of the Board. An appropriate reminder will normally be given as a best practice, but legal notice need not be given for any meeting that has been duly set by such resolution.

B. Special meetings of the Board (and regular meetings if times and place was not set by Board resolution) shall be held upon notice to the Directors and may be called by the President upon notice to each Director of at least five days if given by first class mail or three days if given personally or by email. Special meetings shall be called by the President or by the Secretary in a like manner on written request of any five Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement.

C. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

## 9. ANNUAL Report

The Board of Directors shall present at the Annual Meeting of members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the board. This annual report shall be filed with the records of the corporation and either a copy or an abstract thereof



entered in the minutes of the proceedings of the Annual Meeting. The report shall show in appropriate detail such of the following as are applicable:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting.

(2) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

(5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

## **Article V – Officers and Executive Staff**

### **1. Officers, Election, Term**

A. The Officers of GPAS shall be a President, Vice President, Treasurer and Secretary, who must be members of the Board. Other Officers may be created or discontinued by resolution of the Board, which need not be Board members but must be voting members of GPAS. No person shall permanently hold more than one office, except that the offices of Secretary and Treasurer may be so combined. In a situation of temporary need, the most qualified board member may hold multiple positions, as the board actively seeks a permanent replacement.

B. All Officers shall be elected or appointed, by the Board, to hold office for a one-year term until the first regular meeting of the Board following the General Election or until their successors are elected and qualify. The passage of offices to successors shall normally take place as a first order of business at the meeting. Officers may be re-elected without limit.

C. Officers shall have such duties, powers and functions as are provided herein or in the creating or electing resolutions.

## 2. Executive Staff

A. The Board of Directors in its discretion may appoint an Executive Staff, which may include a Program Director, an Executive Director or others.

B. Compensation for Executive Staff shall be set by the Board of Directors for each fiscal year.

## 3. Removal, Resignation

A. An Officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon delivery, and Board acceptance of the resignation shall not be necessary to make it effective.

B. The Board may remove any Officer from their role, with or without cause by following the Four Step Removal Process. (Please refer to the Addendum: Four Step Removal Process.)

C. In the event of the death, resignation or removal of an Officer, the Board, in its discretion, may elect a successor to fill the un-expired term.

## 4. President

The President shall be the Chief Executive Officer of the Corporation; he or she shall preside at all meetings of the members and of the Board, shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall have the powers and duties of management usually vested in a Chief Executive Officer as well as such other powers as the Board of Directors and these By-laws may prescribe. In addition to the Treasurer, the President shall be authorized to sign checks and disburse cash amounts on behalf of GPAS. The President shall be entitled to attend and participate at any meeting of any committee of GPAS, without vote and not counting toward quorum.

## 5. Vice President

When the President is absent the Vice President shall preside at meetings, and if the Board or the Executive Committee shall by resolution determine that the absence is extensive or that the President is disabled, the Vice President may be given all the powers and functions of the

President. The Vice President may be given such other duties as assigned by the President or by the Board of Directors.

## 6. Treasurer

The Treasurer is the Chief Operations Officer of the Corporation and is responsible for the financial functions of GPAS, and shall have the powers and duties usually vested in a Chief Financial Officer as well as such other powers as the Board of Directors and these By-Laws may prescribe. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the funds in the name of the Corporation in a bank or trust company or other depository as the Board may direct. The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of GPAS, including its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall be authorized to sign checks and disburse cash amounts on behalf of GPAS. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director or member of the Corporation upon application at an appropriate place during ordinary business hours. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the President and shall take part in preparation of an Annual Report to members.

## 7. Secretary

The Secretary shall keep the minutes of the Board of Directors, the Executive Committee and also the minutes of meetings of the members. The Secretary shall attend to the giving and timely serving of all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct. The Secretary shall attend to such correspondence as may be assigned to him/her and perform all the duties normally incidental to the office. The Secretary shall keep a membership list, or complementary lists, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing information needed for determination of the members entitled to vote at a given time. The Secretary shall maintain the files of GPAS at a place designated by the Board.

## 8. Sureties and Bonds

In case the Board shall so require, any Officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of duties to the Corporation and including responsibility for negligence in the accounting for all property, funds or securities of the

Corporation which may come into his/her hands. The Corporation shall bear the cost of such bonding.

## **ARTICLE VI – Committees**

### **1. COMMITTEES OF THE BOARD**

A. The Board of Directors, by resolution or committee charter adopted by a majority of the Entire Board, may designate from among its members an Executive and other Committees of the Board, each consisting of at least three (3) Directors (and no non-Directors), and may by resolution designate such committees' chairs, members and terms, fill vacancies, and create or amend charters from time to time.

B. Each Committee of the Board shall have all the authority of the Board but only to the extent provided in the resolution or charter, and further provided that neither an Executive Committee nor any other committee (of the Board, of the Corporation, or otherwise) shall have authority as to the following matters:

(1) The submission to members of any action requiring members' approval under the law.

(2) The filling of vacancies in the Board or in any Committee of the Board.

(3) The amendment or repeal of the By-laws, or the adoption of new By-laws.

(4) The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

(5) The taking of any action which by law requires the affirmative vote of a majority or other specified portion of the Entire Board.

### **2. EXECUTIVE COMMITTEE**

There shall be an Executive Committee as a Committee of the Board, the members of which shall consist of the Officers of the Corporation serving from time to time, and any further members of the Board as the Board may by resolution choose to appoint. The President, or if absent the Vice-President, shall chair the Executive Committee. When the Board of Directors is not in session, the Executive Committee shall have the power and authority of the Board, and

particularly shall have charge of the activities of the Corporation and direct supervision over all its affairs and operations, except as is otherwise provided in Section 1 above. Any reference in these By-laws to the Board of Directors shall include the Executive Committee, unless it is expressly otherwise provided, or unless the context clearly indicates the contrary. Any action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting, and the minutes of the Executive Committee shall be furnished to the Board as soon as practicable.

### 3. COMMITTEES OF THE CORPORATION

The Board may create other committees that may have members who are not members of the Board and which shall be called committees of the Corporation. The charter of each such committee shall be approved by the Board of Directors and shall set out the purpose, powers and operating rules of the committee. No such committee shall have any authority to bind the Board or the Corporation nor any power referred to in B of Section 1 above. Unless otherwise provided in these By-laws, the chair of each committee shall be appointed annually from among the members of the Board by the President subject to approval of the Board. The members of these committees, other than the chair, shall be appointed by the chair of the committee with approval of the President.

### 4. ADDITIONAL COMMITTEES

Operational committees, sub-committees, ad hoc committees and task forces may be created by the President, a CEO, a committee chair or others, which shall serve at the pleasure and under the oversight of the creating party with purposes and powers described in writing. No such committee or sub-committee can be given any authority to bind the Board or the Corporation nor any power referred to in B of Section 1 above.

### 5. MEETINGS AND NOTICE

Meetings of committees shall be held at such time and place as shall be fixed by the President of the Board, the chair of the committee or by vote of a majority of all members of the committee. Reminders and agenda materials will normally be given, but formal notice is not required for meetings scheduled as above and published or otherwise made known to the members. The time, date or place of a scheduled meeting may be changed by a person who could have called the meeting. Notice of a change in a scheduled committee meeting, or notice of a new committee meeting, shall comply with Article VII and shall be timely provided consistent with a time period and method stated for Board meetings in Article IV, Section 8.

## 6. QUORUM AND MANNER OF ACTING

Unless otherwise provided by a committee charter or resolution of the Board of Directors, a majority of all of the voting members of a committee shall constitute a quorum for the transaction of business. Any action to be taken by a committee means action at a meeting, and the provisions of Section 7 of Article IV shall apply equally to a committee. Except as otherwise provided in or pursuant to these By-laws, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at that time, shall be the act of the committee.

## **ARTICLE VII – CONFLICTS OF INTEREST and other Policies**

The Board of Directors shall adopt by resolution, and keep current by at least annual review, policies addressing Conflicts of Interest and Related Party Transactions (and Whistleblower Protection if it shall have 20 or more employees) in compliance with New York mandates, and may from time to time adopt such other rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation and governance of the Corporation.

## **ARTICLE VIII – PROVISIONS REGARDING NOTICE**

### 1. MAIL

If mailed, notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the addressee at his, her or its address as it appears on the Corporation's record of members, or list of Directors, or of committee members, as the case may be, or, if the addressee shall have filed with the Secretary a request that notices be mailed to some other address, then to such address. If a Corporate Member has requested in writing that notice of member meetings be delivered by first class mail, then that method shall be used for that addressee.

### 2. EMAIL

If emailed, notice is given when directed to the addressee at their email address as it appears on the Corporation's record of members, or list of Directors, or of committee members, as the case may be; except, however, such notice shall not be deemed to have been given if (1) the Corporation is unable to deliver two consecutive notices to the addressee by email, or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the address by such

method. An affidavit of the Secretary or other person giving the notice that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated.

## **ARTICLE IX – Financial matters**

### **1. FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1 in each calendar year and end on June 30 of the following year.

### **2. LOANS**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by or pursuant to a resolution of the Board of Directors.

### **3. CHECKS, DRAFTS, ETC.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation by such persons, in such manner, and with such limitations, if any, as shall from time to time be determined by resolution of the Board of Directors.

### **4. DEPOSITS**

All funds and/or securities of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **5. EXECUTION OF CONTRACTS AND OTHER INSTRUMENTS**

The Board of Directors, except as otherwise provided herein, may by resolution authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officer, agent or employee shall have any power or authority to

bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

## 6. ASSIGNMENT AND TRANSFER OF SECURITIES

The Board of Directors, except as otherwise provided herein, may by resolution authorize any officer, employee or agent, in the name of and on behalf of the Corporation to assign or to endorse for transfer, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

## **ARTICLE X – GENERAL**

### 1. SEAL

The Corporation has no actual seal, but if affixing a seal is demanded by a party with which the Corporation wishes to deal, the Secretary is authorized to supply the need by drawing a circle and writing therein the name “The Greece Performing Arts Society, Inc.” and “Incorporated NY 1972”, which is hereby adopted as the corporate seal.

### 2. CONDUCT OF MEETINGS

Except as provided in the Certificate of Incorporation or these By-laws, all meetings of the members, Directors and committees shall be conducted in accordance with Robert’s Rules of Order – Revised; provided, however, that no action taken by such an entity without full observance of such rules shall be invalid if no objection to the nonconformity is made during such meeting.

## **ARTICLE XI – INDEMNIFICATION AND INSURANCE**

### 1. INDEMNIFICATION

Unless prohibited by law, the Corporation shall indemnify any person made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section 1, is or was a Director or officer of the Corporation. The indemnification shall be against all legally indemnifiable judgments, fines, penalties, amounts paid in settlement



(provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by such person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

## 2. INSURANCE

The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

## **ARTICLE XII – BY-LAW CHANGES**

### 1. BY THE BOARD

The By-laws of the Corporation may be amended, repealed, or adopted by the Board of Directors at a regular or special meeting, provided, however, that any change so made must be brought to the membership for ratification at its next annual or special meeting, and further provided that any By-law changes adopted by the Board of Directors shall be reported for information of the members by mail or email within a reasonable time after passage. The notice of such Annual Meeting shall contain a concise statement of such amendment, repeal, or adoption.

### 2. BY INITIATIVE OF MEMBERS

The Secretary, upon receipt of any proposed amendment, repeal, or adoption signed by twenty-five (25) members of the Corporation who are, at the time of receipt, qualified to vote in the election of Directors, not later than four (4) weeks prior to an Annual Meeting or a special meeting called for the purpose pursuant to 3, B of Article III, shall cause notice of and a concise statement of such proposed amendment, repeal or adoption to be included in the notice of meeting.

## **ADDENDUM – FOUR STEP REMOVAL PROCESS**

1. The person whose removal is to be voted upon will be informed of the exact reason for consideration of removal by letter or email. The process will be outlined, and the person shall be given an opportunity to present facts and be heard at a meeting.
2. The Board will consider the facts in the case and then vote on whether to move forward with the removal process at that meeting.
3. If the Board votes to move forward with the removal process, a neutral special committee is formed to conduct a special investigation.
4. The committee presents its findings and evidence at a subsequent meeting and the person whose removal is to be voted upon shall be given an additional opportunity to be heard. A two-thirds vote of the Entire Board is required to remove the Officer or member.