

Bylaws of the Hazleton Art League, Inc.

(Revised April 2023; pending approval by membership May, 2023)

Article I: Name, Mission Statement & Nondiscrimination Policy

Section 1: Name

The name of the organization is the Hazleton Art League, Inc. The organization is incorporated under the laws of the Commonwealth of Pennsylvania, and shall be as set forth in the charter of the HAZLETON ART LEAGUE, INC. In these bylaws the HAZLETON ART LEAGUE, INC will be designated as "the League" or "HAL".

Section 2: Mission Statement

HAL fosters and promotes the arts through education, exhibitions, and cultural events for the benefit and enrichment of the Greater Hazleton area community.

Section 3: Nondiscrimination Policy

It is the policy of HAL not to discriminate on the basis of race, sex, color, age, religion, ancestry, marital status, disability or gender identity in its educational programs, activities, or special events in accordance with Pennsylvania State law, including the Pennsylvania Human Relations Act, and with US Federal law, including Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendment of 1972, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination in Employment Act of 1967 and the Americans with Disabilities Act of 1990.

Article II: Non-Profit Corporation and Governing Principles

Section 1: Non-Profit Status

The Hazleton Art League, Inc (HAL) is a 501(c)(3) non-profit corporation, organized under Pennsylvania Nonprofit Corporation Law and operates under the laws of the Commonwealth of Pennsylvania. Hereafter the Hazleton Art League may be referred to as "HAL" or the "League" within these bylaws.

Section 2: Registered Office

The registered corporate office of HAL shall be 31 W. Broad St, Hazleton, PA 18201.

Section 3: Responsibility to Pay Just Compensation for Services

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except to pay reasonable compensation for services and make payments and distribution that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, (or corresponding provisions of any future United States Revenue Law).

Section 4: No Influence on Legislation

No substantial part of the activities of HAL shall be the carrying on of propaganda, or otherwise attempting to influence legislation. HAL shall not participate in or intervene in any political campaign, including publication and distribution of partisan campaign materials, making political statements on behalf of any candidate for public office, or hosting/allowing events to be held for any candidate for public office on HAL property.

Section 5: Activities Not Permitted

Notwithstanding any other provisions of these bylaws, HAL shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Service Law, or (b) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

Section 6: Amending Bylaws

The HAL bylaws may be amended or revised by a two-thirds vote at any meeting of the general membership of the League, properly called for that purpose, provided that the revisions have been presented **no less than 21 days** prior to the membership meeting. Bylaws will **be** reviewed by the Board of Directors bi-annually for accuracy and workability, and amendments presented for a vote accordingly.

Section 7: Fiscal Year and Budget

HAL fiscal and program years shall be set from January 1st through December 31st of each year. HAL's budget shall be prepared no later than October 31st for the following year and presented for approval at the November meeting of the Board of Directors. It will be prepared by the Treasurer as chairperson, the HAL President, the HAL Executive Director and the Bookkeeper/Accountant.

Article III: Membership

Section 1: Membership Levels

HAL membership shall consist of Student, Individual, Family, Patron, and Corporate levels as follows:

- a. Student Membership - a student membership will be available to one (1) individual under age 18, or under the age of 23 provided the member is enrolled full-time in an institute of higher learning. The Student yearly membership fee will be set by the Board.
- b. Individual Membership - an individual membership will be available to one (1) individual aged 18 and above. This membership fee will be set by the Board at an amount greater than the Student membership fee.

c. Family Membership - a family membership will be available to two (2) or more individuals residing in the same household and/or two or more first generation individuals related by marriage, birth, adoption, or legal association [i.e., a child(ren), adopted child(ren), spouse or domestic partner]. This membership fee will be set by the Board at an amount greater than the Individual membership fee.

d. Sustaining Membership - a patron membership will be available as a sustaining membership, i.e., pledge to contribute a yearly membership fee to the League, paid monthly, at dues amount determined by the board of Directors, for a minimum of one year (12 consecutive months), until the member terminates or changes the level of their membership. This membership fee will be set by the Board at an amount greater than the Family membership fee.

e. Corporate Membership - a corporate membership will be available for a set annual fee and will be open to any for-profit or non-profit business. The corporate membership will include access to events and reduced class fees for up to ten (10) of its officers or employees. Corporate members will also be recognized on the league website and in certain publications produced and distributed by the League. This membership fee will be set by the Board at an amount greater than the Family or Sustaining membership fee.

Section 2: Dues

The board of Directors shall determine the respective dues for each membership category. Membership dues are payable when joining the League and are renewable each calendar year (January through December). Dues collected any time from October 1 - December 31 will be considered to include the following year's membership. Membership shall lapse for non-payment of dues within two (2) months of the annual membership date. The Board may, by majority vote, change membership levels and dues at any time. All officers, board members, and instructors shall be dues-paying members of the League or qualify under a corporate membership.

Section 3: Rights of Membership

Dues-paying members of the League will have the right to pay a reduced fee for classes and seminars offered by the League, will be eligible to show artwork in the annual Members' Exhibition, and may rent space in the League facility at a reduced rate from that offered to the general public.

Article IV: Board of Directors

Section 1: Makeup of the Board of Directors

The HAL Board of Directors ("the Board") shall consist of:

- a. At-large members in the amount of at least ten (10), but no more than fifteen (15).
- b. Five (5) officers: President, Vice President, Immediate Past President, Treasurer and Secretary.
- c. The five (5) officers shall constitute the executive committee of the Board with the authority to act on behalf of the Board within guidelines as described in *Robert's Rules of Order*. twenty members.
- d. As provided in *Robert's Rules of Order*, the president does not vote except in the cases of tie-breaking situations.

Section 2: Term of Office

An at-large Director's term of office shall be a three (3) year term, renewable once at the end of the first three (3) year term at the mutual agreement of the Director and the executive committee, for a total of six (6) consecutive years. An at-large Director who has served their full terms shall not be eligible for reelection as a Director for a period of one (1) year.

Section 3: Vacancy of Unexpired Term

Any vacancy of an unexpired term occurring on the Board may be filled by nomination and a majority vote of the existing members of the Board at any time during the calendar year - via specially called meeting - in-person, virtual meeting, or via email; or at the next regularly scheduled monthly Board meeting. The Director filling the position will complete the original term of the Board member they are replacing and will then be eligible for one (1) additional three-year term of their own.

Section 4: ex officio Members of the Board

The HAL Executive Director will serve as an ex officio member of the Board and shall not be eligible to exercise a vote. Other ex officio members may be appointed at the discretion of the full Board.

Article V: Officers of the Board

Section 1: Officer Positions

The officers of the HAL Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2: Terms of Office

The President and the Vice President shall be Board members and shall be elected to serve for one (1) three-year (3-year) term, with the option of a second elected three (3) year term, or until successors are elected should they need to vacate their office prior to the end of their term. Their term of office shall be effective on January 1 of the year following the annual general meeting in October. The terms of the Secretary and Treasurer may be renewed indefinitely with the consent of the Board.

Section 3: Duties of Officers

The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the League. Description for each position is illustrated below and will be revised as the mission of the organization changes.

Section 3a: President

The President is responsible for providing the leadership, management, guidance, and direction for HAL for the time they are in office. The President, with guidance from the Board of Directors, will manage the Executive Director. The President, in consultation with the Executive Director and Executive Committee, will prepare agendas for each duly called meeting of the Board or the League, will be responsible for leading said meetings including preparation and timely distribution of pertinent documents prior to each meeting. The president will serve as an ex officio member of each standing committee.

Section 3b - Vice President

A Vice President ("the VP") shall be tasked with fulfilling the duties of the President in their absence. The duties, rights and responsibilities of the VP shall be equal to those of the President, but only in the absence of the President from any formal meeting or decision-making process. The VP will in essence be in training to assume the office of President.

Section 3c - Secretary

The Secretary is responsible for taking and keeping minutes of each monthly Board meeting, any special meetings of the Board properly called, and the yearly membership meeting. The Secretary will keep the official Board member attendance records, and report non-compliance as described in Article V, Section 6 of the bylaws. The Secretary shall prepare and distribute minutes of each meeting to all Board members via email no later than two weeks after the adjournment of the previous meeting. The Secretary shall edit and/or amend minutes as voted on by the Board. The secretary shall be responsible for all official correspondence from the Board.

Section 3d: Treasurer

The Treasurer is responsible for overseeing the HAL budget, bank accounts, and investments in conjunction with the President of the board of Directors, the Executive Director, and the Finance Committee Chair. They may receive professional assistance from a staff assistant and/or bookkeeper for the everyday duties of bill paying, deposits and other routine financial actions. How the monies are saved, invested, and expended will be determined by the requirements needed to maintain the facility, and the

priorities determined by the Board to further the mission, and secure the future of the organization. The Board of Directors will determine how to expend the funds and determine investments. Keeping and/or submitting all receipts, required financial forms, taxes and 501(c)(3) applications/forms are the responsibility of the Treasurer. The Treasurer will ensure that all monies received, in any form given, are deposited in the appropriate League accounts within a reasonable amount of time, but no later than five (5) business days after receipt. The Treasurer will ensure that the bookkeeper pays all outstanding debts. The Treasurer will direct that annual audits will be conducted by a licensed accountant in accordance with Internal Revenue Service guidelines for a 501(c)(3) non-profit.

Section 3e: Immediate Past President

Immediately following the President's last term, that individual will hold the position of Immediate Past President. This position serves as an advisor to the President, providing a transfer of knowledge and experience to their successor. The Immediate Past President is an ex officio officer and does not vote on Board business. This position will be held until the end of the current President's term.

Section 4: Directors and Officers Liability

HAL will provide and maintain Directors and Officers Liability Insurance (D&O) for all Board members and officers, renewed on a yearly basis.

Section 5: Leave of Absence

Directors may request a leave of absence from Board service, for a period of no more than three (3) consecutive calendar months, one time during their three-year term of service. If their need for leave of absence extends beyond the three-month period, they will be considered to have vacated their position on the Board and will be eligible for reelection to Board service one year after the end of their initial leave of absence. Board members on Leave of Absence will not participate in Board business and/or correspondence, nor will they retain the right to vote.

Section 6: Board Meeting Attendance Requirements and Involuntary Removal from the Board

Board members are required to attend at least six (6) of the twelve (12) monthly Board meetings. A Board member failing the general attendance requirement will be considered in non-compliance with the bylaws, relieved of their position, and will be notified in writing by the Secretary. A Board member failing to attend three (3) consecutive or six (6) regular Board meetings in a year without being excused for sufficient reason, shall be considered in non-

compliance with the bylaws, relieved of their position, and will be notified in writing by the Secretary.

Section 7: Board Member responsibilities

In addition to required meeting attendance per Article V, Section 6, each Board member is required to serve on at least one standing committee as described in Section VII: Standing Committees.

Article VI: Required Meetings of the Board of Directors and Full Membership

Section 1: Monthly Board of Directors Meeting

A monthly meeting of the Board of Directors will be held on the third Tuesday of each month at the League, or other designated meeting place, at a time mutually agreed upon by members. A virtual (Zoom, Google Meet, etc.) option will be provided for attendance. A quorum representing one-third (1/3) of the currently filled Board membership must be present to conduct the business portion of the meeting. Should a quorum not be met, a meeting may continue for discussion purposes only with no voting allowed. The majority of one-half (½) plus one (1) of the present quorums attending rules when a vote is taken. In the event that the President is unavailable, the Vice President shall be empowered to conduct the meeting, and vote to break ties, provided a quorum is present. If the President and Vice President are both unavailable, but a quorum is present, the Secretary calls the meeting to order and conducts an election for a President Pro Tem (a presiding officer for that meeting only).

Section 2: Annual Membership Meeting

The annual meeting of the members of the League shall be held each year in the month of October with time, place, and format decided by the Board of Directors. A quorum for purposes of conducting the annual business of HAL shall consist of a simple majority of those members in good standing who are present. The ability to vote by proxy is not included. The order of business shall be:

- 1) the election of the Slate of Officers and any new Board of Directors members at-large for the following calendar year.
- 2) a vote on any amendments to the bylaws or any item of special business presented in writing to the membership at least fifteen (15) days prior to the general meeting.
- 3) presentation of a formal yearly report (State of the League) presented jointly by the Executive Director and President of the Board of Directors.

The chair of the Nominating Committee shall present the slate of officers and Directors to the attendees. A vote will be taken, and the results determined by majority vote of those members in good standing who are present. A quorum of the Board of Directors must be present and will

ensure that the election is conducted in accordance with these Bylaws and other appropriate governing directives and to complete the transactions of each other business that may properly come before said meeting.

Section 3: Special Meetings

Special meetings of the Board may be called by the President, or five (5) members of the Board, or shall be called on petition of ten (10) general members of the League with five full business days' notice.

Article VII: Standing Committees

Section 1: Names of Standing Committees

The following HAL committees are to be considered “standing” and required by these bylaws:

- a. Nominating & Membership
- b. Finance & Fundraising
- c. Exhibits
- d. Events
- e. Education
- f. Event Space & Kitchen Incubator Rental
- g. Building & Facilities

Section 2: Functions and Responsibilities of Standing Committees

The HAL President and Executive Director will serve as ex officio members of each standing committee. Board members will each serve on at least one committee, with the remainder of the committee membership composed of general HAL members and other Board members.

Section 2a: Nominating & Membership Committee

The Nominating & Membership Committee shall consist of five (5) members of the League. Members shall be invited to serve a (3) three-year term on the committee by the President and Executive Director with Board approval. They shall have the duty to nominate a single slate of candidates for the Board positions to be filled at the annual membership meeting, and to report the slate of candidates for the positions to be filled at the annual membership meeting to the Board of Directors at its regular meeting a month prior to the annual membership meeting. Ten (10) days written notice must be given to the President or Executive Director prior to the annual election meeting of any additional nominations to be made from the floor. The Nominating & Membership Committee will also be responsible for identifying, soliciting, and vetting new candidates for the Board. This committee will work closely with the Executive Director and their administrative assistant to create and maintain an accurate database of membership, devise membership drives and/or incentives (at least one per year) and engage

ample League members to serve on various necessary standing and ad-hoc committees during the year.

Section 2b: Finance & Fundraising Committee

The Finance and Fundraising Committee shall consist of six (6) members of the League, including the Board Treasurer as chair. Members shall be invited to serve a (3) three-year term on the committee by the President and Executive Director with Board approval. The committee will advise the Treasurer, who will be responsible for creating and overseeing an annual budget for the League and presenting the budget at the annual meeting. Working in conjunction with the Executive Director and the Events Committee, the Finance & Fundraising committee will create and oversee fundraising efforts during the year and for the future to secure the financial solvency of the League, including one major fundraiser every three (3) years.

Section 2c: Exhibits Committee

The Exhibits committee shall be formed annually and consist of five (5) general members of the League. The committee will work closely with the Executive Director to design and calendar the yearly schedule of exhibits as far in advance as possible but no later than September of the previous year. The committee will work with staff to create, design, print, and distribute advertising materials for each exhibit, and solicit and maintain a working group of volunteers to install, deinstall, and docent each monthly exhibit during gallery open hours.

Section 2d: Events Committee

The Events committee shall be formed annually and consist of five (5) general members of the League. The committee will work closely with the Exhibits and Finance & Fundraising committees, the Executive Director, and any associated ad-hoc committees to create a yearly calendar and execution of monthly events. The Executive Director will serve on this committee as the liaison between the Downtown Hazleton Alliance for Progress in working on a calendar of events and will report the same to the Events Committee. These events include but are not limited to monthly First Friday openings; monthly exhibits; annual events such as AYE and Peace-Love-Chalk; miscellaneous pop-up events; and events resulting from rental of the League spaces. The committee is charged with soliciting, maintaining, and stewarding a corps of volunteers from the general membership to assist with all events.

Section 2e: Education Committee

The Education committee shall be formed annually and consist of five (5) general members of the League. The committee will work with the Executive Director to devise a schedule of classes to be offered in fall, winter, spring semesters, and for summer camps. The committee will be responsible for soliciting qualified instructors for each class or camp and will work with the League administrative staff to ensure timely receipt of proof of all clearances required for

instructors. The committee will work with League administrative staff to acquire, inventory, and maintain all materials and non-disposable equipment needed for all class spaces.

Section 2f: Event Space & Kitchen Incubator Rental Committee

The Event Space & Kitchen Incubator Rental committee shall be formed annually and consist of five (5) general members of the League. The committee will work closely with the Exhibits and Events committees, the Executive Director, and any associated ad-hoc committees to determine the availability and suitability of any group or individual to rent the gallery, studio and/or any other space the League has to offer, and to ensure that scheduling use of the kitchen for tenants does not conflict with other events. The rate charged for the event space rental shall be determined by the Board of Directors, with appropriate discounts applied to members, donors, and nonprofit organizations. The committee is charged with soliciting, maintaining, and stewarding a corps of volunteers from the general membership to assist with all event space rentals and to clean and maintain the kitchen in a manner that is code compliant for food safety.

Section 2g: Building & Facilities Committee

The Building & Facilities committee shall be formed annually and consist of five (5) general members of the League. The committee will work closely with the Executive Director and the staff to maintain and upkeep the building at 31 West Broad Street. This includes, but is not limited to, cleaning the restrooms, public areas, main gallery, studios, and Board room. An inventory of cleaning and paper products shall be maintained. The committee shall maintain the proper storage of art materials, artworks, books, supplies, etc. Periodic review of the facilities shall be conducted, noting areas in need of maintenance or concern. The committee is charged with soliciting, maintaining, and stewarding a corps of volunteers to clean and maintain the building.

Article VIII: Dissolution of the League

Section 1: Dissolution Requirements Under Federal Law

If the corporation or the organization should, for any reason, be dissolved, the Board of Directors shall make provisions for the payments of all of the liabilities, dispose of all of the assets of the corporation or organization exclusively for the purposes of the corporation or organization in accordance with Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any funds remaining shall be distributed evenly between Hazleton Area High School, Hazleton Academy of the Sciences, MMI Preparatory High School, Weatherly High School, and Marian Catholic High School, to be deposited by each school in a special account for an annual scholarship to graduating seniors planning to attend an art school. The scholarship award shall be determined by the school based on the student's portfolio and judged by a competent jury of art teachers. Under no circumstances will any part of the net proceeds of the

corporation be available for the benefit of, or be distributable to, individual or groups of members, Directors, officers, or other private persons in accordance with Act 55 of 1997.

Article IX: Robert's Rules of Order

The current edition of *Robert's Rules of Order, Newly Revised* shall govern the League in all cases in which it is applicable, and in which it is not inconsistent with these bylaws and any special rules of order adopted by the League.