

Metamora

Indiana's Canal Town

Metamora Performing Arts Inc.

BY-LAWS

Article I Purpose

The purpose of Metamora Performing Arts, Inc., hereinafter referred to as MPA or MPAI, is to support cultural activities in the village of Metamora, IN.

Article II Membership

- A. Any person interested in developing Metamora as a cultural center for the region is eligible for membership in MPAI.
- B. A member in good standing shall be defined as one who has paid membership dues in accordance with Article VII.

Article III Meetings

- A. Membership Meetings shall be held on days and times as specified by the board and will be open to the public. Special meetings may be called at the discretion of the President or by a majority of the board.
- B. Board Meetings shall be held on days and times as specified by the board and will be open to the public. Special meetings may be called at the discretion of the President or by a majority of the board.
- C. A voting quorum at Membership Meetings shall be defined as 30% of the number of members in good standing at the time of the meeting. A voting quorum at Board Meetings will be a simple majority of the number then serving.
- D. In recognition of the fact that there may be members that will not be able to attend meetings on a regular basis, a Proxy Voting Form will be made available for issues discussed at a prior meeting. These votes will be tendered by the Vice President and their names shall be noted in the minutes as present by proxy for that meeting. The Proxy Vote shall be overridden by that person actually being present at that meeting.

Article IV Election of Officers

- A. The Board of the MPAI shall be composed of at least seven (7) interested persons who are members in good standing of the organization at the time of their appointment. The board shall include the elected officers of the organization among their number.
- B. Nominations to the board shall be made by a nominating committee appointed by the President and chaired by the Vice President. Nominations to the board will be accepted from the floor at the time elections are being held. Election shall be by ballot.
- C. The nomination for the offices of President, Vice President, Secretary and Treasurer, shall be made from the board, and elections shall be by ballot, when there are two or more nominees per office. When there is but one candidate, a voice vote will be called. **The prior President will serve as Advisor to current President.**
- D. The Board shall be elected at the first business meeting of the year. **The term will be 2 years and a Board member may serve more than one term.**
- E. If an elected officer is not able to finish the term of office; the President will be replaced by the Vice President and all other officers will be replaced by appointment made by the President with approval of 75% of the board.

Article V Duties of Officers

- A. The President shall preside at all meetings and perform such other duties as are ascribed to the office, appoint all committees and countersign all checks. The President shall not have a vote unless in case of breaking a tie.
- B. The Vice President shall preside at all meetings when the President is unable to attend. The Vice President shall assume the office of President if the sitting president resigns or is not able to serve for a complete term of office, and perform other duties as needed to assist the President.
- C. The Secretary shall call the roll, keep a record of attendance, keep the minutes of each meeting, keep a file of each member's name and address, conduct the general correspondence and affairs of the organization, and keep all letters or correspondence at least two years. Keep accurate records of any and all changes in the By-Laws.
- D. The Treasurer shall keep the financial records, maintain the bank accounts of the organization and countersign checks.
- E. The Advisor role will provide assistance and guidance to the President during the term based on knowledge obtained in the office of the President.
- F. The Board shall conduct the regular and ordinary business of the organization, meeting on a regular basis to do so.

Article VI By-Laws

- A. A copy of the By-Laws shall be made available to each member
- B. Any proposed amendment must be discussed at a regular business meeting and may be passed by a 80% majority vote of the members in good standing at that time.

Article VII Membership Dues

- A. Membership is based on a calendar year and dues shall be collected from each member on an annual basis.
- B. Dues shall be payable the first meeting of the year and are for that calendar year.
- C. Dues shall be the amount determined annually by the board, plus one of the additional options listed below:
 - 1. 15 hours of service in time
 - 2. Monetary contribution in the amount of the member's choice would be appreciated, either directly in cash or in value of items or materials donated.

Article VIII Standing Rules

- A. There shall be but one official vote per paid member.
- B. The executive committee (consisting of the elected officers) may hold special meetings and vote on business of an immediate nature, provided it is impossible to have a quorum present of the board of the organization.
- C. The books of the Treasurer shall be balanced by a committee appointed by the President, at the close of his or her term, or as often as the President deems fit.
- D. No expenditures over \$50.00 may be made without approval of a majority of the board.
- E. When a question arises as to the meaning of any of the Bylaws the current Board will determine the intent.

Proposed: March 13, 2016