

# **TWO WATERS ARTS ALLIANCE**

## **AMENDED BYLAWS**

### **ARTICLE I**

#### **Authority, Name, Office, and Provisions**

##### Section 1. Authority and Name

The Articles of Incorporation creating the Two Waters Arts Alliance (hereafter referred to as TWAA), filed on June 6, 2002, establish by law the right of TWAA to make, alter, amend or repeal bylaws for the regulation and management of TWAA's affairs consistent with the Articles of Incorporation creating the Two Waters Arts Alliance and further reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation according to the laws of the State of Washington.

##### Section 2. Office

TWAA shall maintain its principal office in Pierce County, Washington.

##### Section 3. Provisions

TWAA is a non-profit organization incorporated with the State of Washington on June 6, 2002, and tax exempt under section 501 (c) (3) of the tax code as of May 14, 2003. The employer identification number is 04-3659606. The fiscal year is January 1 through December 31. The state registration number is 9954.

### **ARTICLE II**

#### **Purpose**

##### Section 1. Purpose

The purpose of TWAA shall be that set forth in Article III of the Articles of Incorporation, which reads as follows: Two Waters Arts Alliance is a collaborative community-based organization that facilitates participation and education in the arts for the people of the Key Peninsula and surrounding communities.

## **ARTICLE III**

### **Board of Directors**

#### Section 1. General Powers

The affairs of TWAA shall be managed by a Board of Directors.

#### Section 2. Number of Voting Directors

The Board of Directors of TWAA shall consist of no fewer than four and no more than twelve voting members. Each Director shall have one vote.

#### Section 3. Election

Directors will be elected, from time to time as required, by a majority of a quorum of the existing Board of Directors.

#### Section 4. Term of Office

Each director shall serve a three-year term. In order to ensure continuity, initial terms may be staggered. A Director can be elected to no more than three consecutive full three-year terms.

#### Section 5. Attendance

It shall be the duty of each Director to notify the Board secretary and Center staff if he or she is unable to attend a regular board meeting. Any Director having three consecutive unexcused absences in a year shall forfeit his or her membership on the Board.

#### Section 6. Leave of Absence

A member of the Board of Directors may, at the direction of the Board of Directors, take a leave of absence of up to one year, said leave not to be charged against the member's term of office.

#### Section 7. Resignation and Removal

Any Director may resign at any moment by giving written notice to the Board chair, secretary, or the full board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the

chairperson or the board. The acceptance of such resignation shall not be necessary to make it effective. The resignation shall be recorded in the minutes.

Any director may be removed from the Board, with or without cause, by a majority of the votes cast by the Board at a meeting at which a quorum is present.

## **ARTICLE IV**

### **Meetings of the Board of Directors**

#### **Section 1. Regular Meetings**

A minimum of ten regular meetings shall be held annually between January 1 and December 31 of a given year on a specific day, hour, and place designated by a vote of the Board of Directors. No further announcement of regular meetings shall be required. All other meetings of the Board of Directors shall be special meetings.

The annual meeting of TWAA shall be in May in each year and shall be for the purpose of (1) receiving reports from officers and committees, (2) electing officers, and (3) transacting any other business that may come before the Board.

#### **Section 2. Special Meetings**

A special meeting of the Board of Directors may be called by the President or by any three voting members of the Board upon twenty-four hours' written, telephonic, or electronic notice. The business transacted at any such meeting shall be limited to the subject or subjects specified in the notice. If written notice is given by mail, notice shall be deemed to have been given forty-eight hours after notice is deposited in the United States mail with postage prepaid.

Special meetings may be held at any place in Pierce County, Washington designated by the person or group calling the meeting. The place, date, and hour of the meeting shall be clearly specified in the notice calling for the meeting.

#### **Section 3. Quorum**

Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors. If less than quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### Section 4. Waiver of Notice

Meetings held and actions taken without notice as provided in these bylaws shall be valid if each board member entitled to such notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to holding the meeting or

an approval of the minutes of the meeting, either before or after the meeting; and (iii) such written consents or approvals are filed with the records of the meeting.

#### Section 5. Presumption of Assent

A Director present at a Board meeting at which a vote is taken on a corporate matter shall be presumed to have assented to the vote taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless the Director files a written dissent or abstention to such vote with the secretary or his or her designee before the meeting is adjourned.

#### Section 6. Voting by Conference Call or Electronic Mail

If approved by the Executive Committee, an issue can be discussed by the Board and a vote taken via conference call.

A vote may also be taken via email if the issue has been discussed by the Board at a regular meeting prior to the vote or if no Board member objects to voting on the issue on line. Objections must be raised within two business days of receipt of the email requiring the vote.

If a vote is taken between regular meetings of the Board by email, the individual vote of a Board member shall be kept confidential if that vote relates to a person.

## **ARTICLE V**

### **Officers**

#### Section 1. Duties of Officers

The Board of Directors shall fill a vacancy in any office. The Board of Directors may remove any officer of the Board at any time when in its judgment said removal is in the best interests of TWAA.

The PRESIDENT shall be the principal officer of the Board and perform those duties customary to the position of chair, such as presiding at meetings of members, of

the Board, and of the executive committee; serving as ex-officio member of all committees of the board; and performing such other duties as incident to the office of chairperson or as may be prescribed by the Board.

The VICE-PRESIDENT shall perform the duties of the president in the event of the chairperson's temporary absence and shall have such other duties as the chairperson or the Board may assign.

The TREASURER shall review all monies received and expended for TWAA's use and shall be responsible for seeing that the finances are properly accounted for and reconciled. The treasurer shall also retain custody of all contracts and agreements entered into by TWAA and shall assist in preparing and monitoring the budget, providing an explanation of variances between budgeted and actual income and expenses. In addition, the treasurer shall present a financial report at each regular meeting of the Board and on such other occasions as the Directors may require. Finally, the treasurer or his or her designee shall make a report at the annual meeting or when called upon by the chairperson.

The SECRETARY shall ensure that notice required by these bylaws is given and shall attend all meetings of the board and executive committee to keep a record of all proceedings. The secretary shall also be the custodian of past minutes and records of the corporation, including its board policies, contracts, deeds, agreements, articles of incorporation and charter. The secretary may also perform any other duties incident to the office of secretary or assigned by the chairperson or the Board.

The IMMEDIATE PAST PRESIDENT shall be a member of the Executive Committee and help secure the nomination of officers.

## **ARTICLE VI**

### **Committees**

#### Section 1. Executive Committee

The Executive Committee shall consist of the president, the vice president, the secretary, the treasurer, and the immediate past president. The Executive Committee shall have the power to transact all regular business of TWAA during the interim between regular meetings of the Board provided any action shall not conflict with the policies or prior decisions of the Board or these bylaws. The Executive Committee shall refer all matters of major importance to the full Board.

The Executive Committee will meet as deemed necessary. The President may call meetings of the Executive Committee. The Executive Committee shall report its actions to the Board at its next meeting.

Section 2. Other Committees

Other committees, both *ad hoc* and standing, may be formed by the board or the President and will meet as deemed necessary.

**ARTICLE VII**

**Amendments**

These bylaws may be altered, amended, or repealed by the Board of Directors at any annual, regular, or special meeting called for that purpose provided that notice of the proposed amendment, alteration, or repeal shall be given to each Director at least 10 days prior to the date of the meeting at which the proposal is to be voted on.

**ARTICLE VIII**

**Order of Business**

The parliamentary rules in *Robert's Rules of Order*, as may be revised, shall govern all deliberations when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting by a majority vote cast by the board members present.

Adopted on May 5, 2011, by unanimous vote of the Board of Directors.

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Laurie Austin, President

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Molly Flintoff, Secretary