

ASSOCIATED ARTISTS OF PITTSBURGH

(A non-profit corporation under the laws of Pennsylvania)

Incorporation date, February 27, 1930

Revised, Incorporating Amendments 11/10/96, 4/26/98, 11/4/00, 11/5/2006, 11/4/07, 11/18/09, 11/6/2011, 11/24/2013

BYLAWS

ARTICLE I. NAME AND SEAL

Section 1. The name of the corporation is ASSOCIATED ARTISTS OF PITTSBURGH (hereinafter, the “Organization”).

Section 2. The corporate seal for the Organization is such as has heretofore been adopted and of which an impression appears on the margin of this ARTICLE I.

ARTICLE II. PURPOSE AND OBJECTIVES

The purpose of this artist-driven Organization is for the promotion of the visual arts, as stated in the Charter granted on February 25, 1930, and recorded in the Recorder's Office of Allegheny County, Pennsylvania, in Charter Book, Vol. 63, page 35. It shall be the objective of the Organization:

To remain dedicated to serving the members and others by presenting original works of art in exhibitions, visual and verbal presentations, educational activities and all other proper and possible means to develop, widen, and deepen the interests of artists, the general public and public and private museums and galleries.

To provide a vital and challenging place for new work by artists from the region, the country and beyond so that the membership may profit by reciprocal efforts available from this activity.

To focus energies on offering regularly changing year round exhibitions of outstanding quality that stimulate and expand the public's view of new art, in tandem with on-going educational programs targeted to the community at large in order to reinforce the exhibitions and expand public understanding of art.

To promote the patronage of art by making art accessible to the private and corporate collector and to offer professional guidance in the development of contemporary art acquisitioning.

To promote the artist through the awarding of citations, honors and awards.

To group together, and promote, develop, establish and maintain a bond of association and a spirit of cooperation and social fellowship and goodwill among artists who are actively interested in visual arts.

To collect and receive such moneys to the extent necessary for the accomplishment of the purposes and objectives for which the Organization has been created. All moneys so received or collected by the Organization are to be applied to the maintenance and operation or the furtherance of the lawful activities of the Organization, and, in no case, shall such moneys be divided or distributed in any way among the members of the Organization.

ARTICLE III. OFFICES

The registered office of the Organization shall be located in the city of Pittsburgh, Allegheny County, Pennsylvania, and until changed by proper corporate action, the same shall be located at the Pittsburgh Center for the Arts.

The Board of Directors, by resolution, may establish such other office within the city of Pittsburgh, as they may deem desirable or necessary for the purposes of the Organization. Members shall be advised of the location of the registered and any other office, and of any change therein, from time to time.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Members

Membership in this Organization shall be divided into Artist, Lifetime, Community, Honorary and Non-exhibiting Artist Members. Non-exhibiting Artist Members are those artist members who request, in writing, to be in this permanent category at a reduced rate for reasons such as injury, old age or drastic change of address. Non-exhibiting Artist Members retain all other artist membership privileges. A non-exhibiting Artist Member to who seeks to return to exhibiting Artist Member status must again satisfy the screening requirements of Section 2 below.

Membership shall include: (1) those persons who at the time of the adoption of these Bylaws are carried on the membership records of the Organization as such, and (2) those persons who, from time to time thereafter, are elected according to the provisions of these Bylaws.

Membership classes can only be changed by the majority vote of the Membership Pursuant to the procedures for Member voting set forth herein.

Section 2. Artist Membership

- A. Persons Eligible for Artist Membership. An applicant for Artist Membership must reside or maintain studio space within 150 miles of Pittsburgh.
- B. Regular Screening(s) for Artist Membership. The Organization shall schedule screenings for new Exhibiting Artist Members at least once a year.

An applicant for Artist Membership must present at least three of his/her original works of art and/or slides, videos or other appropriate documentation of such work along with an application (on form adopted by the Board) and any required fee.

An applicant must be approved by a majority of the screening committee members present at the screening (a quorum being present) to become an Artist Member. Voting at the screening shall be by written ballot. The screening committee shall be comprised of ten (10) persons, who shall be appointed for each Fiscal Year of the Organization. The screening committee shall be represented by Artist Members and other regionally or nationally recognized art professionals as are appointed by the Board. A quorum of the screening committee shall be seven (7) members. The screening committee may adjourn from time to time in order to obtain a quorum. In selecting the annual screening committee, the Board shall consider such factors as an appropriate balance of Member and non-Member representation, representation of persons skilled in diverse art mediums, and representation of varying artistic movements.

C. Artist Member Status Through Annual AAP Exhibition. In addition to the method outlined in subsection B. above, an applicant may become an Artist Member by being juried into the Annual AAP Exhibition.

D. Rights of Artist Members.

Artist Members who are current in the fulfillment of their Responsibilities set forth in subsection E. below shall be entitled to vote at all membership meetings.

Artist Members shall be entitled to submit their own original work for action by the Jury at the Annual Exhibit of the Organization, and to exhibit same if accepted by the Jury, subject to such rules and regulations pertaining to each respective Annual Exhibit as may be adopted by the Board.

E. Responsibilities of Artist Members. Artist Members shall pay dues as provided in Section 2 of Article V hereof. If dues are not paid within parameters established by the Board, a member shall be considered inactive, and all rights of Artist Membership shall cease. Records of the lapsed member shall be placed in the inactive membership file.

F. Termination of Artist Memberships.

(1) Resignations

Members may resign at any time, by written resignation presented to the Executive Director. Proper notation shall be made upon the membership records of the Organization.

(2) Expulsion of Members and Termination of Artist Membership for Cause.

Any member may be expelled for cause and the membership terminated, by the unanimous vote of at least two-thirds of the Directors present at a duly called meeting of the Board, provided that notice of such intended action shall have been given to all Directors, and provided that a written statement of the charge, with a notice of the time and place of proposed action thereon by the Directors shall have been given to such member at least ten days before such meeting,

and the member shall have said time and place to be heard, and the member shall either have failed to be present and give a defense, or such defense, if any, shall fail to satisfy the Directors.

All membership rights of every kind shall cease upon termination of membership.

(3) Reinstatement

Where Artist Membership has lapsed because of resignation or nonpayment of dues, any such person desiring to be reinstated may be reinstated as an Artist Member upon application, accompanied by payment not only of moneys in arrears at the time membership lapsed, if any, but also payment of all moneys representing dues for the intervening period to the date of application, provided the Board of Directors, by majority vote of the members present at meeting considering same, acts favorable upon such application.

Where Artist Membership has lapsed (because of resignation or nonpayment of dues) and such person desiring to be reinstated is not willing to make payment of the moneys stipulated above, and does not make such payment with the application, then such person can only apply for new membership and go through the regular screening process of becoming an Artist Member.

Section 3. Honorary Memberships

Any person may be elected to Honorary Membership at the discretion of the Board, upon the unanimous vote of all Directors present at the meeting considering same, provided that notice of such proposed action be given in the notice of the meeting. Honorary Membership shall continue until terminated by a like vote of the Board, or until such person resigns.

The Board need not prescribe a formal basis of eligibility for Honorary Membership, but may elect any person deemed worthy by them without ascribing the particular reason upon which eligibility is based. They may, however, choose to include a reference to the particular basis of eligibility in the resolution of the election.

Honorary members shall not be entitled to vote or hold office in the Organization. Honorary members shall not be subject to membership dues or assessments. A Member may also be an Honorary Member with no adverse effect on any Artist Membership rights and privileges.

Section 4. Community Memberships

Any person may elect to join the Organization as a Community Member. The Board shall determine the various classifications and requirements of Community Members and the benefits thereof.

Section 5. Lifetime Memberships

Lifetime Memberships may be offered until termination of this privilege by the Board of Directors. The Board of Directors shall determine the requirements of such a membership.

ARTICLE V. MEMBERSHIP YEAR, DUES

Section 1. Membership Year

The membership year shall coincide with the fiscal year which shall run from July 1st to the succeeding June 30th.

Section 2. Membership Dues

The Board is authorized to fix, by resolution adopted by two thirds vote of the full Board of Directors present at the meeting acting upon same (notice of the intended action having been given to all Directors), the amount of dues to be imposed upon and paid, from time to time, by the members and the method of collection thereof, and by similar action to change the same from time to time. The Board shall cause statements to be furnished to members as to amount of dues and when payable.

Section 3. Assessments

No assessment to provide for deficits in funds of the Organization shall at any time be levied against any Artist, Charter, Honorary or Community Member or any member of the Board of Directors.

Section 4. Evidence of Membership

Every member of the Organization in good standing shall be entitled to a Membership Card showing the membership year for which effective, (if limited), in such form as may be determined by action of the Board of Directors, from time to time.

Membership cards shall not be assignable or transferable, and the same shall be surrendered upon the termination of membership.

Members may not transfer their membership and/or any rights there from.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Time, Place and Purpose of Annual Meeting

The Annual Meeting of the Organization shall be held during the month of November in each year, of which notice shall be given as provided in Section 4 of this Article VI.

The meeting shall be called and held primarily for the receiving of annual reports, and for the election of Directors as provided in Section I of ARTICLE VII hereof, and for the transaction of such other business as may be designated in the notice and/or as may properly come before the meeting.

Section 2. Time, Place and Purpose of Semi-Annual Meeting

A Semi-Annual Meeting of the Organization shall be held during the quarter beginning March first and ending May thirty-first in each year, of which notice shall be give as provided in Section 4 of Article VI hereof.

This semi-annual meeting is provided so that the Members may have this regular time of associating together as a group, making it possible for them to keep in closer touch with the Board of Directors, the Officers, and the Committees of the Organization, and to be informed of their activities and plans, thus enabling the Members at such meeting, if a quorum is present, to make recommendations to the Board of Directors. Such business shall be transacted as may be designed in the notice of the meeting and/or as may properly come before the meeting.

Section 3. Special Meetings

Special meetings of the Members may be called at any time by the President, or by vote of a majority of the Board of Directors, or by not less than twenty (20) Members, upon written request delivered to the Secretary of the Organization. Such request shall state the purpose or purposes of the proposed meeting. Upon receipt of any such written request, or upon direction of the Board of Directors or the President, the Secretary shall call a Special Meeting to be held at such time as the Secretary may fix, not less than ten or more than sixty days after the receipt of such request or direction. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may fix the date and issue the call, but notice thereof shall be given as provided in Section 4 of Article VI. Any such call and/or notice shall state the general purpose or purposes of the meeting.

Special meetings shall be held only at the registered office of the Organization. Such business shall be transacted as may be designated in the notice of the meeting and/or as may properly come before the meeting.

Section 4. Notice of Annual, Semi-Annual and Special Meetings

Written notice of each Annual, Semi-Annual and/or Special Meeting of Members, stating the place, day, hour and general nature of business to be transacted thereat, shall be mailed at least ten days prior to the date named for the meeting to each Member.

Section 5. Voting Lists

A list of the members entitled to vote shall be kept on file at the registered office of the Organization, and shall be available for inspection by any Member during business hours of the Organization at least 10 days before each meeting. Such list also shall be produced and kept open at the time and place of the meeting, and shall be subject to inspection of any Member during the meeting.

Section 6. Voting

Only Artist Members and Community Members who are members of the Board of Directors are allowed to vote on matters coming properly before a meeting of the Members.

Members shall vote in person or by proxy, and shall be entitled to one vote. The vote on any matter coming properly before a meeting of the members shall be by ballot or by proxy.

Each member entitled to vote at a meeting of members may vote in person, or may authorize another person or persons to act for the member by proxy. Any proxy shall be signed by the member or the member's duly authorized agent or attorney-in-fact and shall be delivered to the Secretary of the Organization. The signature of a member on any proxy, including without limitation a facsimile signature or other means of electronic transmission, may be printed, stamped or written, provided such signature is executed by the member with intention to authenticate the proxy. No proxy shall be valid after the expiration of 12 months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election. All other action to be taken by vote of the members shall be authorized by a majority of the votes cast in favor of such action.

If requested by the presiding officer, any person proposing a resolution, and/or an amendment to a resolution, shall present the same in writing, so as to avoid confusion and misunderstanding, and the same shall be incorporated in the minutes.

Section 7. Judges of Election

A. In advance of any meeting of Members, the Board may appoint a Judge or Judges of Election, who need not be members, to conduct balloting by such methods as they shall determine to be appropriate and to act at such meeting or any adjournment thereof. If no judges are appointed by the Board, the Chair of any meeting may, and, on the request of any Member present, shall make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one member, as aforesaid, the majority of the members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office of Director shall act as judge. In case any person appointed to act as judge shall later be nominated for election as Director at said meeting, the Chair shall appoint another person as judge instead.

B. In case any person appointed as judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board in advance of the meeting, or at the meeting by the Chair.

C. The judge or judges of election shall determine the number of persons entitled to vote and the existence of a quorum. They shall receive votes and/or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes and ballots, determine their result, and make report and do such acts as may be

proper to conduct the election or vote with fairness to all members. The judges shall perform their duty impartially, in good faith, to the best of their ability, and decision of a majority shall be effective in all respects as the decision of all.

D. On request of the Chair or any Member present at the meeting, the judges shall make a report in writing of any challenge or question determined by them, and execute a Certificate of any fact found by them. Any report or certificate made by them, or a majority of them, shall be conclusive evidence of the fact stated therein.

Section 8. Attendance Equivalent to Notice

Attendance of any person entitled to notice, at any meeting, shall constitute a waiver of notice of such meeting, excepting where any person attends the meeting for the express purpose of objecting to the transaction of any business because of a belief that the meeting was not lawfully called or convened, and he or she so stated at the roll call.

Section 9. Quorum and Adjournments

The presence in person, by proxy, or by ballot of a majority of the Voting Members shall constitute a quorum for the transaction of business. If any meeting does not have a quorum in attendance in person, by proxy or by ballot, the members entitled to vote who are present shall have power to adjourn the meeting to such time and place as they may determine (in the city of Pittsburgh). At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. The Members present at a duly organized meeting can continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. When a meeting is adjourned (other than a meeting for election of Directors) notice of the time, place and purpose of the adjourned meeting shall be mailed to each Member at least five days prior to the date to which adjourned.

In order that the Organization may determine the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than ten days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the Members entitled to vote at such meeting. If no record date is fixed by the Board of Directors, the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given.

Section 10. Roberts Rules of Order At all meetings, Roberts Rules of Order shall prevail.

ARTICLE VII. DIRECTORS

Section 1. Number. Election. Term of Office. Nominating Committee. Attendance at Meetings. Vacancies.

A. Number. The property, business and affairs of the Organization shall be controlled by a Board of Directors which shall consist of no more than twenty four (24) Members, both Artist Members and Community Members. A minimum of three (3) of the Directors shall be Artist Members of the organization. Those three Artist Members shall serve in the following capacities: one Vice President, Chair of the Membership Committee, and Chair of Exhibition Committee.

B. Election and Term of Office. Directors shall be elected at the Annual Meeting for terms of three years. No person who has twice in succession been elected a Director (thus serving two consecutive terms of three years each) shall again be eligible for election or appointment as a Director until at least one year has elapsed after the termination of his or her second consecutive term; and the same rule shall apply as to later elections.

C. Nominating Committee. At least two months in advance of the Annual Meeting, the President shall appoint a Nominating Committee of two or more members, who may be Board members, to choose candidates for election to the Board. The slate of candidates shall be presented at any Board meeting prior to the Annual Meeting for approval by majority vote of the Board present.

D. Attendance at Board Meetings. Directors are expected to attend all meetings of the Board. Unless the Board waives the effect of such absence, the absence of any Director from three consecutive meetings of the Board shall, at the discretion of the Board and pursuant to resolution adopted by the Board, constitute the resignation, and the acceptance of resignation, of such Director, and his or her position on the Board shall be vacant.

E. Vacancies. Vacancies, defined as: a vacancy is a position which is unfilled either by virtue of failure to elect or by the resignation of an existing board member. Vacancies occurring on the board shall be filled by appointment by the President with approval of a majority of the remaining board members. Each person so appointed shall be a Director and shall qualify for election to the first of two consecutive terms at the next Annual Meeting.

F. The Board of Directors shall, from time to time, confer the Honorary Position of Board Emeritus on persons it deems worthy of this honor. Board Emeritus shall not have voting rights.

Section 2. Powers of the Board of Directors

A. The Board shall have the management and control of the business, property, affairs and exhibits of the Organization, and, in addition to the powers and authority expressly conferred upon Directors by the laws of the Commonwealth of Pennsylvania pertaining to non-profit Organizations, the Charter and the Bylaws, may exercise all such powers and do all such acts and things as could or might be exercised or done by the Organization, subject, nevertheless, to the provisions of the Charter and the Bylaws, and to any regulations, from time to time, made by

resolution adopted by the Members at a meeting duly and regularly called and held and at which a quorum is present.

However, decisions concerning change in ownership of any real property belonging to the Organization can only be decided by vote of Membership at a duly called Membership Meeting at which a quorum is present. A vote of 2/3 of the Members is required.

Provided, however, that no regulation so made by Members shall invalidate anything done or contracted to be done, pursuant to any such prior act, actions and/or resolution of the Board which would have been valid had such regulation of the Members not been made.

Without prejudice to the general powers conferred by the last preceding paragraph and other powers conferred by the Statutes, the Charter and the Bylaws, it is expressly declared that the Board shall have the following powers:

1. To inaugurate and carry out all measures contemplated by the Charter and Bylaws;
2. To provide for, control and expend the finances of the Organization;
3. To make arrangement for Annual, Semi-annual and/or Special Meetings of the members, etc.;
4. To create art scholarships and/or awards, under such terms and conditions as deemed advisable, from time to time;
5. To create, modify and abolish under such terms and conditions as the Board from time to time deems advisable, endowment funds, restricted funds, trust accounts and the like for the purpose of, without limitation, creating building maintenance funds, designated scholarship or awards, benefit funds, salary supplements, etc. In establishing such accounts, the Board may appoint or designate trustees, and may provide for restrictions on the use and expenditure of funds and may accept such other conditions as may be required by any grantor(s) of such funds;
6. To advance the interests of the Organization in such manner as they think fit.

B. Staff. The Board shall have the power to hire office staff, with such titles and upon such terms and for such payment, as it may deem appropriate. Such staff shall have the duties of conducting normal operating functions of the Organization office pursuant to Board policy and direction.

The Board may require any or all staff members to be bonded, in such amount as the Board shall require at the cost of the Organization.

C. Executive Committee. The Executive Committee shall consist of the President, the Vice-Presidents, the Secretary, the Treasurer and the Exhibition Committee Chairperson. Three (3) members of the Executive Committee (such 3 persons who are designated by the Board) shall between Board meetings have the power and authority to exercise the powers of the Board in the management of the business affairs of the Organization, except that the Executive Committee shall not have any power or authority as to the following:

1. The filling of vacancies in the Board;
2. The adoption, amendment or repeal of the by-laws;
3. The amendment or repeal of any resolution of the Board; and,
4. Decisions concerning change in ownership of any real property belonging to the Organization.

Section 3. Meetings of the Directors

A. Organization Meeting. The Board of Directors shall meet as soon as possible after the Annual Membership Meeting at which directors were elected, at the registered office of the Organization in the City of Pittsburgh, Pennsylvania or at such other place in the City of Pittsburgh as the majority of the Directors may desire, for the purpose of organization, and otherwise. Notice shall be given to each Director (those remaining on the Board and those newly elected), at least five days prior to the date fixed for such meeting.

B. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly (with right to forgo meetings during the summer months upon resolution adopted by the majority vote of the Directors present at meeting considering same prior to such vacation period), at such date, hour and place as may be fixed by resolution of the Board. Upon adoption of any such resolution a copy thereof shall be furnished to each Director; and five-day previous notice shall be given to each Director of each regular meeting.

C. Special Meetings. Special meetings of the Board of Directors may be held from time to time at the registered office of the Organization or such other place in the city of Pittsburgh as may be fixed by resolution of the Board or by the Call for the meetings. Special meetings of the Board may be called by any three (3) of the Directors, or by the President, or the Secretary, in like manner, and on like notice, upon written request of any three (3) Directors. The Call, and any request therefore, shall state the purpose or purposes of proposed Special Meeting.

D. Quorum. At all meetings of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

E. Adjournment. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which such adjournment is taken.

F. Action in Lieu of Meeting. If the 2/3 majority of the full Board of Directors shall collectively consent in writing or by poll to any action to be taken by the Organization, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board. Such consent and/or consents shall be filed in the minute book, the same as if the same constituted minutes of such date.

G. Roberts Rules of Order shall prevail at all meetings of the Board of Directors.

ARTICLE VIII. OFFICERS

Section 1. Election, Appointment and Qualification of Officers

A. The officers of the Organization shall be elected by the Board of Directors, from among their own number, at the first meeting of the Board of Directors (promptly after each annual election of Directors by the Members) by a majority vote, and they shall hold office until the next annual election and until their successors are elected and qualified. The same nominating committee appointed to choose candidates for election to the Board shall also present a slate of officers of the Organization at this first meeting of the Board. No person shall serve more than three successive terms in the same office, and shall not be eligible for election to that office until at least two years shall have elapsed following the termination of the third term.

B. The officers of the Organization shall consist of a President, the Executive Director, up to two Vice Presidents, a Secretary, and a Treasurer. At least one of the Vice Presidents must be an Artist Member. The Board of Directors may also choose to elect or appoint such officers and agents as the needs of the Organization may require, who shall hold their offices for such terms (but not longer than until the next annual election) and shall have such authority and shall perform such duties as shall, from time to time, be fixed by resolution of the Board.

Section 2. Removal of Officers or Agents

Any officer or agent elected or appointed by the Board of Directors may be removed from the position by the Board pursuant to resolution adopted by a majority vote at a meeting of the Board called for that purpose, and of which notice was given to all Directors, whenever in its judgment the best interests of the Organization will be served thereby.

Section 3. Vacancies

If the office of any officer or agent becomes vacant for any reason, the vacancy shall be filled by the Board of Directors by majority vote.

Section 4. Salaries of Officers and Agents

Officers other than the Executive Director and agents shall serve without salary or compensation.

Section 5. Powers and Duties of the President

The President shall be the chief executive officer of the Organization, and shall have the general power and duties of supervision and management usually vested in the office of President of an Organization, subject, however, to the regulation of the Board of Directors, and to any resolution of the Board delegating any power of management or control of the business of the Organization, or any specific power, to any other or officers of the Organization.

The President shall be ex-officio a member of all standing and special committees. The President shall, from time to time, report to the Board of Directors all matters which the interests of the Organization may require to be brought to their attention. The President shall make annual report of the operations of the Organization for the fiscal year at the Annual Meeting, and shall bring to the attention of the membership all matters, which the interests of the Organization may require to be brought to their attention.

Section 6. Powers and Duties of the Executive Director

The Executive Director shall report to the President. Subject to limitations imposed by the Executive Committee from time to time, the Executive Director shall be vested with all the powers and shall perform all the duties associated with day to day management of the Organization.

Section 7. Powers and Duties of Vice Presidents.

The Vice Presidents shall have such powers and perform such duties as may be assigned to them from time to time by the President. In the absence of the President, a Vice President identified by the Board shall serve as chair of the Executive Committee, and such other roles as are needed to perform the role of the President in his or her absence.

Section 8. Powers and Duties of the Secretary

The Secretary shall act as clerk at all meetings of the Board of Directors and of the Members, and record all the votes and the minutes of all their transactions in a book to be kept for that purpose. The Secretary shall perform like duties for the various committees when required, and such other duties as shall be imposed by the Board of Directors.

Section 9. Powers and Duties of the Treasurer

The Treasurer shall submit a budget for the fiscal year at the Board of Directors Meeting prior to the beginning of the fiscal year. The Treasurer shall oversee the custody, receipt, and disbursement of the Organization's funds and securities and shall render to the Board of Directors at the regular meetings or whenever they may require it, an account of all transactions as Treasurer, and of the financial condition of the Organization. An annual financial report shall be made to Members as provided in Article IX hereof. The Treasurer shall perform such other duties as shall be imposed by the Board of Directors.

Section 10. Duties of Officers May be Delegated

In case of the absence of any Officer, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, all or any of the powers and/or duties of such person to any other officer and/or to any Director.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees

Standing Committees shall be created and maintained, and the Chairpersons of each Committee shall be appointed annually by the President from the members of the Board of Directors. Standing Committees shall include (but not be limited to):

- A. Finance
- B. Exhibitions
- C. Marketing
- D. Patron Liaison

Committees shall be composed of those individuals who have particular expertise in the given area. Each Committee shall have and may exercise such powers and perform such duties as may be delegated to it, from time to time, by resolution of the Board of Directors.

Each Committee shall keep records of its transactions and make report thereof, from time to time, to the Executive Director.

Section 2. Exhibition Committee

The Exhibition Committee shall establish formal artistic direction, plans and procedures. It shall have exclusive power and authority to establish standards and supervise exhibitions of the Organization, subject to approval by the Board of Directors.

- A. Chairperson of the Exhibitions Committee must be an Artist Member of the Board.
- B. At least one other committee member shall be an Artist Member of the Board.
- C. Members of the exhibition Committee shall serve a three-year term, one third to be appointed each year by the Chairperson. No one shall be eligible for another term until one year has elapsed from the end of his or her first term.
- D. Only Artist Members shall serve on the Exhibitions Committee. The Exhibition Committee shall consist of up to nine members.

Section 3. Other Committees

Other Committees may be created by the President or the Board of Directors, with such powers and duties as may be designated in the resolution creating such Committees, or as delegated to them, from time to time.

ARTICLE X. BOOKS OF ACCOUNT, CORPORATE RECORDS, MEMBERSHIP RECORDS

Section 1. Books of Account

The Organization shall keep appropriate, complete and accurate books of records of account, which shall be overseen by the Treasurer and shall be kept at the registered office of the Organization, or at such other place in the City of Pittsburgh as may be designed by resolution of the Board of Directors.

Section 2. Book Containing Charter and Bylaws

The Organization shall keep at the registered office of the Organization a book containing; (a) a certified copy of the Charter and any and all amendments (certified by the Secretary of the State of Pennsylvania) and (b) a complete copy of the Bylaws, including all amendments of alterations thereto with dates of adoption indicated, certified by the Secretary of the Organization. The record so kept shall be overseen by the Secretary, and shall be available for use of Directors, and for reference at meetings of the Members.

Section 3. Minute book

The Organization shall keep at the registered office of the Organization the original or a duplicate record of the proceedings of meeting of the Members and of the Board of Directors, which shall be overseen by the Secretary.

Section 4. Membership Record

The Organization shall keep at the registered office of the Organization a Membership record containing the name and address of each member and the date when membership began. In any case where membership has been terminated, such fact shall be recorded upon the record of such member together with the date of which, and the reason for and/or the method by which ' such membership terminated.

In addition to the Membership Record, the Organization shall keep such mailing lists, with telephone numbers, etc., as may be deemed necessary, and shall keep same up-to-date at all times.

ARTICLE XI. EXECUTION OF INSTRUMENTS, CHECKS, ETC.

All checks or demands for money, notes, evidence of indebtedness, contracts, agreements and other instruments, or any assignment or endorsement thereof, shall be signed and/or signed and countersigned by such officer or officers as the Board of Directors may, from time to time designate.

ARTICLE XII. FINANCIAL REPORT TO MEMBERS

Section 1. Promptly after the close of each fiscal year, the accounts of the Organization shall be audited by such Certified Public Accountant as the Board may designate. A financial statement shall be submitted to the Members at the Annual Meeting next succeeding the close of such fiscal year, and a copy of the same shall be filed among the records of the Organization, and a copy included in the minutes of such Annual Meeting.

The Organization shall not be required to furnish a copy of such financial statement to each of the Members, but the same may be furnished if authorized by resolution of the Board of Directors.

Section 2. The Board of Directors shall cause to be presented at each Annual Meeting, and when called for by vote of the members present at any Semi-Annual or Special Meeting, a full and clear statement of the business and conditions of the Organization.

ARTICLE XIV. AMENDMENT OF BYLAWS

Section 1. No motion to suspend any of these Bylaws shall be entertained.

Section 2. The Bylaws of this Organization may only be altered or amended and/or additional Bylaws may only be enacted, by a majority of the Members, voting either by ballot or proxy, provided that the membership has at least 20 days written notice of the proposed change in the bylaws, and clear notice of the deadline and procedure for return of ballot or proxy votes. A “proxy vote” shall consist of a written copy of the proposed alteration, addition, or substitution of bylaws, with written “yes” or “no” vote, signed and dated by the member.

ARTICLE XV. DISSOLUTION

In the event of dissolution of the Organization, any assets remaining after payment of all debts of the Organization shall be transferred to any private non-profit Organization organized under the laws of the Commonwealth of Pennsylvania for visual art purposes, as stipulated by the Board of Directors.

ARTICLE XVI. INDEMNIFICATION

Section 1. Right of Indemnification. Each director or officer of the corporation, whether or not then in office, shall be indemnified by the corporation for the defense of, or in connection with, any threatened or pending actions or proceedings in accordance with and to the fullest extent permitted by applicable law, against all judgments, fines, amounts paid in settlements, and all expenses, including attorneys' and other experts' fees, costs and disbursements, actually and reasonably incurred by such person as a result of such action or proceeding, or actually and reasonably incurred by such person (a) in making an application for payment of such expenses before any court or other governmental body, or (b) in otherwise seeking to enforce the provisions of this Article XVI, (c) in securing or enforcing such person's right under any policy or director or officer liability insurance provided by the corporation; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the board of directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 may be paid by the corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article XVI. To the extent permitted by law, the board of directors shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.