

BY-LAWS OF ONTARIO CENTER FOR PERFORMING ARTS, INC. (OCPA)

Current as of February, 2018

Prepared by the By-Laws Committee, December, 2011. Replacing the By-Laws last revised 1/25/04, presented to and approved by the membership at the 2012 Annual Membership Meeting.

Amended 1/26/2013 "Term Limits" as attached

BY-LAWS OF THE ONTARIO CENTER FOR PERFORMING ARTS, INC. (OCPA) 1/15/2012

MISSION STATEMENT

Ontario Center for Performing Arts is dedicated to the production of high quality local performances for the enjoyment and enrichment of our membership and community at large, to provide support for song writers, composers, musicians and performing artists, and to recognize, encourage and support the diversity of our musical heritage.

ARTICLE I – MEMBERSHIP

Section 1 Membership

- A. The classes of membership shall be designated by the Board of Directors (identified in this document as BOD).
- B. The BOD may add or delete classes of membership and change the membership fee amounts in the various classes.
- C. Each member of OCPA has one (1) vote on matters brought before the membership at the Annual Meeting or at Special Meetings.

Section 2 Membership Support

Each member shall pay an annual membership fee determined by the BOD. The fee shall be payable according to the schedule determined by the BOD.

Section 3 Annual Meeting of Members

- A. The Annual Meeting of the members shall be held yearly within ninety (90) days after the end of the fiscal year. The fiscal year shall be the calendar year.
- B. Members shall have the opportunity to bring items to the floor at the Annual Meeting.

Section 4 Special Meeting of Members

Special meetings of the members may be called by the Recording Secretary at the discretion of the President, the BOD, or ten (10) percent of the members upon their written request, which must be presented to the Recording Secretary. The written request shall specify the date of the proposed special meeting which shall not be fewer than fourteen (14) days or more than two (2) months from the date of such written request.

Section 5 Notice of Meetings

Written notice of all meetings of members, stating the date, time, place, and purpose shall be sent at least ten (10) days and not more than sixty (60) days before such meetings. Such notice shall be sent to each member's USPS or electronic address, at the discretion of the BOD, as it appears in OCPA's records.

Section 6 Voting

- A. Members shall have the exclusive right to vote on all matters brought before the membership at the Annual Meeting or at Special Meetings.
- B. Roberts Rules of Order shall govern all meetings.

Section 7 Quorum

At all meetings of the members of OCPA, the membership present shall constitute a quorum.

Section 8 Annual Reports

The BOD shall present its Annual Report at the Annual Meeting of the members and file it with the minutes. The Annual Report shall contain the information required by applicable law.

ARTICLE II – ORGANIZATION

Section 1 Board of Directors

- A. Seats on the BOD
 1. Directors shall be elected or appointed to a specifically numbered seat as stipulated in Article II, Paragraph C, sub-paragraph 1 (Seat Rotation) below. Their service shall terminate at the end of the term specified for that seat.
 2. The number of seats on the BOD shall be seventeen (17). Fifteen (15) of these seats are to be filled through election by the membership at the Annual Meeting or at a designated general membership meeting.

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3. Two (2) seats are reserved for the Artistic Director and the Technical Director. These two individuals serve in an ex-officio capacity. They shall have all of the rights and responsibilities of regular board members except that they shall not vote on their own reappointments.
 4. The individuals serving ex-officio shall serve at the pleasure of the BOD. They shall be subject to periodic review by the BOD.
 5. There must be a minimum of twelve (12) individuals serving on the BOD at any one time. These individuals must include the Officers of the BOD (see below) and the two (2) ex-officio members.
 6. If the membership of the BOD falls below 12, then the Executive Committee shall appoint new board members to bring the membership of the BOD to at least 12. The Executive Committee shall begin this process within two (2) weeks from the time that the membership of the BOD falls below 12.
- B. Term of Office
The term of regular seats on the BOD shall be three (3) years. The ex-officio seats shall not be subject to term limits.
- C. Seat Rotation
1. The term of service on the BOD for regular seats shall be staggered so that each year approximately one-third (1/3) of the seats must be filled either by election or appointment as specified previously. Some of these seats may be held open for future elections or appointments.
 2. The three (3) year term for seats 1, 4, 7, 10 and 13, henceforth called Group A, shall commence at the beginning of 2011. Group B contains seats 2, 5, 8, 11, and 14; Group C contains seats 3, 6, 9, 12, and 15. The start of Group B's terms shall commence at the beginning of 2012 and that of Group C in 2013.
 3. The seats of each group shall be declared vacant every three (3) years from the start date of that group. The filling of these seats shall be in accordance with Paragraph C, sub-paragraph 1 above.
- D. Term Limits
1. Except for the ex-officio members, no individual may hold a seat on the BOD continuously for more than three (3) consecutive terms.
 2. Board members appointed mid-term to vacant seats shall serve until the regular term of the seat expires or the next Annual Meeting where elections are to be held. Such service shall be considered service for a full term.

Section 2 Powers and Duties of the Board of Directors

- A. All corporate powers shall be exercised by the BOD as the duly elected representatives of the membership, except as otherwise expressly provided by law, the Certificate of Incorporation, or these By-Laws.
- B. The duties of the BOD shall include, but not be limited to, the following:
 1. To manage the affairs of OCPA.
 2. To transact necessary business in the time between membership meetings.
 3. To create and/or approve standing committees, including the Nominating Committee, from within its own membership.
 4. To approve the charges to the standing committees.
 5. To appoint an auditor or auditing committee.
 6. To give approval to OCPA's budget.
 7. To create positions of salaried employment for OCPA and approve the selection of personnel for those positions.

Section 3 Election and Removal of Members of the Board of Directors

- A. The President shall appoint a member of the BOD to chair the Nominating Committee. The remaining members of the Nominating Committee shall be comprised of BOD members.
- B. The Nominating Committee shall determine which seats are to be filled. The Nominating Committee shall consider candidates suggested by the BOD and/or the membership.
- C. Upon ratification by the Executive Committee, the Nominating Committee shall present a slate of candidates to the membership. If the slate does not win at least a simple majority, then each individual on the slate shall be voted on by secret ballot.
- D. If a director is absent from three (3) consecutive meetings of the BOD without acceptable cause, the seat of that director may be declared vacant by a simple majority of the BOD or by the President with the concurrence of the BOD.
- E. A director may be removed by a two-thirds (2/3) majority of the BOD.

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Section 4 Regular and Special Meetings of the Board of Directors

- A. Regular meetings of the BOD may be held at such places, and at dates and times, as may be fixed from time to time by the President.
- B. Members may request that the BOD consider specific issue(s) and report the results of its consideration of the request in the minutes of the BOD.

Section 5 Quorum

The directors present at a regularly called meeting of the BOD shall constitute a quorum.

Section 6 Rules of Order

The rules of order for the BOD's meetings shall be Roberts Rules of Order.

Section 7 Vacancies

Any vacancy on the BOD arising for any reason may be filled with an appointment by the Executive Committee.

Section 8 Executive Committee

- A. The Executive Committee of the BOD shall consist of the President, Vice-President, Recording Secretary, and Treasurer.
- B. The President shall call meetings of the Executive Committee, as necessary, between BOD meetings when items of an urgent nature arise. It shall also fulfill corporate requirements when necessary, i.e. signing authority, and serve as a final arbitrator in personnel issues.
- C. The Executive Committee shall be chaired by the President. In the absence of the President, the Vice-President shall fulfill the duties of the President.
- D. The Recording Secretary shall maintain an archive of the Executive Committee's deliberations and findings and convey this information to the BOD at the next BOD's meeting or before.

ARTICLE III OFFICERS and EX-OFFICIO MEMBERS

Section 1 Officers

The officers of OCPA shall be President, Vice-President, Recording Secretary, Membership Secretary, and Treasurer.

Section 2 Election and Terms of Office of Officers

The BOD shall meet after the Annual Meeting of the membership for the purpose of electing Officers, subject to the provisions of Article II, Section 1.

Section 3 Removal of Officers

Any officer may be removed from office at any time by a two-thirds (2/3) vote of the BOD.

Section 4 Powers and Duties of the President

- A. The President shall be responsible for the supervision and functioning of OCPA except where these By-Laws expressly assign specific duties and responsibilities to another officer or agent.
- B. The President shall preside at all meeting of the membership or BOD.
- C. The President shall call meetings, either of the membership or the BOD, when such meetings are called in accordance with the provisions of these By-Laws.
- D. The President may create committees from time to time as needed.
- E. The President shall report to the BOD and the membership at their meetings.

Section 5 Powers and Duties of the Vice-President

- A. The Vice-President shall perform the duties designated by the President or the BOD.
- B. In the absence of the President and with the concurrence of the BOD, the Vice-President shall perform the duties of the President.

Section 6 Recording Secretary

- A. The Recording Secretary shall give notice of the meetings of the membership and of the BOD as provided by these By-Laws, record the minutes of their proceedings, keep the corporate seal, and perform such other duties as may be designated by the President or the BOD.
- B. The Recording Secretary shall establish and maintain an electronic file of the minutes of the meetings of the membership and BOD.
- C. The minutes shall be available to the members.

Section 7 Membership Secretary

The Membership Secretary shall maintain an accurate list of members of OCPA, containing their names, USPS addresses, email addresses, and telephone numbers, and perform other duties as may be designated by the President or BOD.

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Section 8 Treasurer

- A. The Treasurer shall keep an account of all moneys received and expended for and by the use of OCPA.
- B. The Treasurer shall deposit corporate funds in depositories approved by the BOD, and make disbursements as authorized and approved by the BOD.
- C. The Treasurer shall make reports of the finances of OCPA at each Annual Meeting, each meeting of the BOD, when requested by the President, or when the membership requests a special meeting called for this purpose in accordance with the requirements of Article I, Section 4.
- D. The Treasurer shall perform such other duties as may be assigned by the President or BOD.
- E. OCPA funds shall be at all times subject to the inspection, supervision, and control of the BOD.
- F. The Treasurer shall file all documents required by Federal, State, and Local entities.
- G. At the expiration of the Treasurer's term of service, the Treasurer shall surrender all records to the Treasurer's successor. These records shall be transferred within thirty (30) days of the termination of the Treasurer's service. Such records shall consist of all of OCPA's financial transactions, moneys on hand, and OCPA property held by the Treasurer.

Section 9 Ex-Officio Members

- A. The Artistic Director, under the direction of the President and with the concurrence of the BOD, shall be responsible for the scheduling of shows and the acquisition of artists therefor. This shall include, but not be limited to researching, selecting, negotiating, and contracting with performing artists and groups, attending conferences for the purpose of evaluating artists, managing a schedule of performances, managing the collection and dissemination of information for press releases, and directing a committee to aid in these activities.
- B. The Technical Director, under the direction of the President and with the concurrence of the BOD, shall be responsible for the on-site technical aspects of the performances. This shall include, but not be limited to, sound reinforcement, stage lighting and scenery, equipment maintenance and storage, and communicating with artists and agents as needed to ascertain their technical requirements.

Section 10 Annual Reports

At each Annual Meeting of the membership, the BOD shall present a report in accordance with applicable law. This report shall be filed electronically with the Recording Secretary for inclusion with the minutes on file of the BOD.

Section 11 Negotiable Instruments

Checks, promissory notes, and other instruments for the payment of money shall be signed by either the Treasurer or the President and such person or persons as may, from time to time, be designated by the BOD.

ARTICLE IV AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by two thirds (2/3) vote of the members present at any Annual or Special Membership meeting provided that:

- A. The proposed amendments have been proposed by the BOD or by petition of ten (10) percent of the voting membership.
- B. The proposed amendments may be published on the OCPA web site. Reference to the proposed amendments and their location shall be sent to all members, either by USPS, or by verifiable electronic communication, at the discretion of the BOD, at least two (2) weeks prior to the called meeting.

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AMENDMENTS

TERM LIMITS

Submitted to the OCPA board 1/10/2013

Approved !/26/2013 at the Annual Membership Mtg

Replace ARTICLE II - ORGANIZATION, Section 1 Board of Directors, Paragraph D Term Limits, Item 1 which now reads:

Except for the ex-officio members, no individual may hold a seat on the BOD continuously for more than three (3) consecutive terms.

Substitute wording:

Except for the ex-officio members, no individual may hold a seat on the BOD continuously for more than four (4) consecutive terms.

Rationale: the change will

1. strengthen continuity on the BOD to help preserve institutional memory
2. keep key BOD members with heavy responsibilities from having to leave the BOD
3. allow board members with heavy responsibilities to train substitutes in order to insure the smooth operation of the Music Hall
4. still allow for the replacement of board members who are not meeting their responsibilities