

Bylaws  
Of  
Upstate New York PortalBurn Arts, Inc.  
(A New York Not-for-Profit Organization)

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**ARTICLE I**  
**Name and Offices**

The name of the organization is Upstate New York PortalBurn Arts, Inc.  
. The principal office of the Organization shall be located within the State of New York as the Board may from time to time determine. The Organization may also have other offices within the State of New York as the Board of Directors may from time to time determine or the purposes of the Organization may require.

**ARTICLE II**  
**Purpose**

The purposes of the Organization shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

**ARTICLE III**  
**No Members**

The Organization shall have no members.

**ARTICLE IV**  
**Board of Directors**

Section 1. Powers and Numbers

The affairs and property of the Organization shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The number of directors that shall constitute the Board initially shall be six (6). The number of directors shall be at least five (5) but no more than nine (9). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent director.

Section 2. Election and Term.

(a) The initial directors shall be the persons named in the Certificate of Incorporation and shall serve four (4) ) year terms, beginning with the acceptance of these Bylaws.

(b) To become a director a person must either be nominated or submit a nomination during the nomination period (typically in the Fourth Quarter of the calendar year) and be approved by the Board, in executive session (meeting of the current Board), by majority vote of the Board, and attend the next semi-annual retreat.

(c) Board members shall serve for a term of three (3) years, except that the initial Directors shall hold office term for four (4) years, and each shall continue in office for such term and until such director's successor shall have been elected and qualified, or until such director's death, resignation or removal.

(d) No Board member shall serve longer than 6 consecutive years, except in such circumstances as it may be necessary due to lack of suitable replacement candidates, or a need for continuity of

institutional knowledge due to a lack of continuing directors. In such circumstances, the Board may, by majority vote, approve additional two (2) year terms for specific directors. After a break of at least 1 year in service a member may return to the Board.

### Section 3. Newly Created Directorships.

Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified or until such director's earlier death, resignation, or removal.

There will be a shadowing period for all qualified applicants between the time of nomination up to the Board vote. The nominee will be invited to participate in all official business during this period.

### Section 4. Removal.

Any director may be removed at any time, with cause (as defined by the Portalburn Board Membership Agreement), at any meeting by a majority of the entire Board or by action in writing signed by all of the other directors.

### Section 5. Resignation.

Any director may resign at any time by giving fifteen (15) days written notice to the President or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

### Section 6. Meetings, Retreat

(a) The annual meeting/Retreat and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or any two directors.

(b) Regular meetings of the Board shall be held on a monthly basis.

(c) An annual meeting, or retreat, shall be held at least once per the calendar year.

(d) At least once per year there will be a vehicle for community input and feedback. This can take the form of a Town Hall (live or virtual), a Meet-and-greet during the event, a survey, or another form, not specified.

(e) Following the event the Board shall gather, preferably in-person, for an Afterburn debrief.

### Section 7. Notice of Meetings.

Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than seven (7) days before such meeting. Notice may be in writing and sent by email, addressed to such director at his/her address as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is sent. Notice may also be given by telephone or sent by facsimile transmission, telegraph, mail to recipients address of record, courier service, or hand delivery. Notice of any adjournment of a meeting of the Board to

another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a notification stating that the rest of the board can hold an emergency meeting without them.

#### Section 8. Quorum.

At each meeting of the Board, the presence of a simple majority of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

#### Section 9. Manner of Acting.

The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board.

#### Section 10. Meeting by Conference Telephone.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, internet conference, skype or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time or to read each other's commentary in real time, in the case of an internet based conference. Participation by such means shall constitute presence in person at a meeting.

#### Section 11. Action Without a Meeting.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing, including by means of email transmitted from a director's email account of record, to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall filed be with the minutes of the proceedings of the Board or such committee.

#### Section 12. Compensation of Directors.

The Organization shall not pay compensation to directors for services rendered to the Organization in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Organization. This shall not in any way limit reimbursement of or payment for services provided to the Organization by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Organization by any organization in which a director is affiliated, subject to the conflict of interest policy.

#### Section 13. Expectations of Board Members

All board members are expected to attend all meetings. If a board member misses three (3) meetings in a one year period, they are subject to a probation period for the following three months. Should that board member miss another meeting during that probationary period, they will automatically be subject to a vote for removal by the whole board.

In addition to attendance, Board members will be expected to be an active participant in all online communications engaged in by the Board between meetings on all established channels.

## **ARTICLE V COMMITTEES**

### Section 1. Nominating Committee.

By resolution of the Board, a Nominating Committee may be appointed consisting of at least one director, to facilitate and oversee nominations for new directors and for officers of the Board.

### Section 2. Executive Committee, Treasury Committee, and Other Standing Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, a Treasury Committee, and other standing committees consisting of two (more) or more directors. The Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable. Any reference in these Bylaws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates.

### Section 3. Special Committees/Departments.

(a) The Board may designate special committees/Departments, each of which shall consist of such persons, who may or may not be directors, and shall have such authority as is provided in the resolution designating the committee/Department, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article V.

(b) Each Special Committee/Department shall have a designated Lead or chairperson, who shall oversee the responsibilities assigned to that department.

(c) A director shall be assigned as a liaison for each Special Committee/Departments.

### Section 4. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chairperson of the Organization or the chairperson of the committee or by vote of a majority of all of the members of the committee.

### Section 5. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

### Section 6. Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

## **ARTICLE VI Officers**

## Section 1. Officers.

The officers of the Organization shall at least consist of a Chairperson, a Vice-Chairperson, a Treasurer, a Recording Secretary and such other officers as the Board may from time to time appoint. All officers shall be chosen by and shall serve at the pleasure of the Board.

## Section 2. Election, Term of Office, and Qualifications.

(a) The officers of the Organization shall be elected annually by a majority vote of the Board at the annual meeting/Retreat of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of Chairperson and Treasurer. All officers shall be subject to the supervision and direction of the Board.

## Section 3. Removal.

Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a majority vote of the full board.

## Section 4. Resignations.

Any officer may resign at any time by giving fifteen (15) days written notice to the Chairperson. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Section 5. Vacancies.

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

## Section 6. President.

The President shall:

- (a) exercise general charge and supervision of the affairs of the Organization and shall do and perform such duties as the Board may assign to the Chairperson;
- (b) keep the Board fully informed about the activities of the Organization;
- (c) have the power to sign and execute alone in the name of the Organization all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

## Section 7. Vice-President.

At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice-President shall have such other powers and perform such other duties as the Board may assign to the Vice-Person.

## Section 8. Recording Secretary.

The Recording Secretary shall:

- (a) record and keep the minutes of all meetings of the Board in books to be kept for that

purpose;

(b) see that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law;

(c) be custodian of the records (other than financial) and have documents whose execution on behalf of the Organization under its seal is required by law or duly authorized in accordance with these Bylaws; and

(d) in general, perform all duties incident to the office of Recording Secretary and such other duties as the Chairperson of the Board may from time to time assign to the Secretary.

#### Section 9. Treasurer.

The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Organization and deposit all such funds in the name of the Organization in such depositories as shall be designated by the Board;

(b) exhibit at all reasonable times the Organization's books of account and records to any of the directors of the Organization upon application during business hours at the office of the Organization where such books are kept;

(c) render a statement of the condition of the finances of the Organization at the annual meeting of the Board;

(d) receive, and give receipt for, amounts due and payable to the Organization from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the Organization;

(e) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Chairperson or the Board may from time to time assign to the Treasurer; and

(f) if required by the Board, give such security for the faithful performance of the Treasurer's duties as the Board may require.

#### Section 10. Employees, Volunteers, and Other Agents.

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

#### Section 11. Compensation.

Any Officer, employee or agent of the Organization is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Organization when authorized by a majority of the Board, and only when so authorized.

## **ARTICLE VII Execution of Instruments**

#### Section 1. Contracts and Instruments.

The Board, subject to the provisions of Article X, may authorize any officer or agent of the Organization to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or may be confined to specific instances. No

instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

#### Section 2. Deposits.

Funds of the Organization may be deposited from time to time to the credit of the Organization with the depositories that are selected by the Board.

#### Section 3. Orders for the Payment of Money and Endorsed for Deposit.

(a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Organization shall be signed by the office or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board.

(b) Endorsements for deposits to the credit of the Organization in any of its authorized depositories may be made, without countersignature, by any officer of the Organization or may be endorsed by hand-stamped impression in the name of Organization, unless otherwise provided by resolution of the Board.

### **ARTICLE VIII Indemnification**

#### Section 1. Indemnification.

The Organization may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

#### Section 2. Insurance.

The Organization shall have the power to purchase and maintain insurance to indemnify the Organization for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

### **ARTICLE IX General Provisions**

#### Section 1. Fiscal Year.

The Board shall fix the fiscal year of the Organization.

#### Section 2. Seal.

The corporate seal shall have inscribed thereon the name of the Organization, the year of its organization and the words "Corporate Seal, Not-for-Profit, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

#### Section 3. Books and Records.

The Organization shall keep correct and complete books and records of the activities and



transactions of the Organization, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

## **ARTICLE X Conflicts of Interest**

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Organization (which is annexed to these as Exhibit B, and shall be referred to as the “Conflict of Interest Policy”).

## **ARTICLE XI Amendments**

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

## **ARTICLE XII Non-Discrimination**

In all of its dealings, neither the Organization nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap. Specific policies for compliance with State and Federal non-discrimination law and this Article XII are laid out in Exhibit C.

## **ARTICLE XIV Reference to Certificate of Incorporation**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

Adopted:

President: Josh Russo

Vice-President: Kim Robinson

Treasurer: Alan Shechter

Recording Secretary: Mego O'toole

Board Member: Doug Shire

Board Member: Angela Freeman

Board Member: Deena Salzman

Board Member: Josh Pisano

Board Member: Tiffany Patko