

**BYLAWS OF THE  
PASEO ARTISTS ASSOCIATION, INC.**

**(Last Revised December 2009)**

## ARTICLE I

### Name

**Section 1.01** The Corporation shall be known as PASEO ARTISTS ASSOCIATION, INC. doing business as PASEO ARTS ASSOCIATION (the “Corporation”).

## ARTICLE II

### Location

**Section 2.01** The principal office of the Corporation for the transaction of business shall be in Oklahoma City, Oklahoma; business offices and branch offices may be established and maintained at such other places as the Executive Committee and Board of Directors may from time to time determine.

## ARTICLE III

### Seal

**Section 3.01** The seal of the Corporation shall have inscribed thereon “Paseo Artists Association, Inc., Oklahoma Corporate Seal”.

## ARTICLE IV

### Purpose and Mission

**Section 4.01** The Corporation is a non-profit organization managed by artists, their benefactors, and supporters. It is established to foster and maintain an environment for artistic growth in the community. The Corporation provides the opportunity for cultural exchange between artists and the public through events, galleries, performances, festivals and educational programming.

**Section 4.02** Mission Statement:

The Paseo Arts Association seeks to preserve The Paseo, Oklahoma City's vibrant living community of artists, as an historic arts district and to enrich, educate, entertain, and inspire through the arts. (Adopted 02/2009)

**Section 4.03** Vision Statement:

The Paseo Arts Association seeks to enrich, educate, entertain, engage and inspire through the arts. (Adopted 02/2009)

**Section 4.04** Tag Line

Where arts and history are alive !

## **ARTICLE V**

### **Members**

#### **Section 5.1** Qualification of Members

Any person regardless of race, color, national origin, religion or sex, or any corporation or organization shall be eligible for membership in the Corporation. However, such person, corporation or organization shall be denied membership if found to be competing for Corporation resources, working in opposition to the Corporation, or not supporting the mission and purpose of the Corporation. To be eligible to vote at any meeting of the membership of the Corporation, such person, corporation or organization shall have paid, in full, any annual dues which shall have been approved by the Board of Directors.

#### **Section 5.2** Annual Dues

All persons, corporations or other organizations which contribute the current annual fee during a given fiscal year of the Corporation shall be members of the Corporation.

#### **Section 5.3** No Transfer of Membership

Membership or any interest in this Corporation shall not be assignable by a member, nor shall membership or any interest in this Corporation pass to any personal representative, heir, or devisee. Membership of any member shall cease upon his or her death. No member, in such capacity, shall have any vested rights in the assets of the Corporation.

#### **Section 5.4** “Member in Good Standing”

This is defined as any member that is actively enrolled in the Corporation and whose dues are current.

## ARTICLE VI

### EXEMPT TAX STATUS

**Section 6.01** In order to ensure treatment of the Corporation as an exempt Corporation under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), the Board of Directors of the Corporation shall (a) distribute the Corporation's income for each fiscal year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) prohibit the Corporation from engaging in any acts of self-dealing, as defined in Section 4941(d) of the Code, from retaining excess business holdings, as defined in Section 4943(c), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures, as defined in Section 4945(d) of the Code.

## ARTICLE VII

### MEETINGS OF MEMBERS

**Section 7.01** Quarterly Member Meetings

Quarterly meetings of the members shall be held at such time and place as determined by the President and the Membership Committee Chair. These meetings will be a vehicle to keep the membership informed of new developments and provide a forum for any topics of concern, as well as keeping members in touch with each other. Any member is entitled to contact a member of the Executive Committee with concerns that may arise between quarterly meetings. Meetings are for members only – permission to bring a guest may be obtained from the Executive Committee.

The fourth quarter meeting will be the annual membership meeting where any elections required will be held and for the transaction of such other business as may properly come before the membership. This meeting shall take place during the fourth quarter of each year at such place and time as the President and the Membership Chair shall determine.

**Section 7.02** Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the President, or by three (3) members of the Executive Committee or by the majority of the Board of Directors, and shall be held at such place, on such date, and at such time as they, or he/she, shall fix.

**Section 7.03** Notice of Meetings

Written, or e-mail, notice of the place, date, and time of all meetings of the members shall be delivered to the membership at least seven (7) days before the date on which the meeting is to be held. Such notice shall state the purpose, or purposes, for which the meeting is called. When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date, and time hereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place date and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

**Section 7.04** Quorum

At any meeting of the members (which may include Directors) fifteen (15) of the members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for all purposes, unless or except, to the extent that the presence of a larger number may be required by law. If a quorum shall fail to attend any meeting, the Chair of the meeting or a majority of the members entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date or time.

**Section 7.05** Conduct of Business

Such person as the Executive Committee may have designated or, in the absence of such a person, the highest ranking officer of the Corporation who is present shall call to order any meeting of the members and act as Chair of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the Chair appoints. The Chair of any meeting of members shall determine the order of business and the procedure at the meeting.

**Section 7.06** Proxies and Voting

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing filed with a member of the Executive Committee prior to any votes being taken. Such proxy can only be exercised by another member in good standing. Each member shall have one vote, except as otherwise provided herein or required by law. All voting, except where otherwise required by law, may be by a voice vote; provided, however, that upon demand therefore by a member entitled to vote or his proxy, a vote shall be taken by written ballot, each of which shall state the name of the member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballot shall be counted by an inspector, or inspectors, appointed by the chairman of the meeting. All elections and, except as otherwise required by law, all other matters shall be determined by a majority of the votes cast.

**Section 7.07** Consent without Meeting

Notwithstanding the provisions of Section 4.06, any action required or which may be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice or a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having the right to vote there on were present and voted and shall be delivered to the Corporation by delivery to its registered office or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand, e-mail or by certified or registered mail, return receipt requested. Such written consent or consents shall be filed with the minutes of the proceedings of the members. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. Every written consent shall bear the date of signature of each member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within thirty (30) days of the earliest dated consent delivered in the manner required by this Section to the Corporation. Such actions may be effective sooner if the President deems it necessary.

**Section 7.08** Actions affecting the Corporation

Any action taken by any member that utilizes the name of the Corporation or its logo must be approved prior to its use by the Executive Board.

**ARTICLE VIII**

**Board of Directors**

**Section 8.01** Nominations and Election

Nominations made by the Nominating Committee shall be provided to the Executive Committee and the Board of Directors together with the notification of the next Board of Directors meeting at least 30 days in advance of said meeting.

**Section 8.02** Classification of Directors

Directors (referred to in these Bylaws as "Directors") shall have the powers, authority and duties as set forth in these Bylaws. The number of Directors shall be not less than three (3) or more than twenty five (25). At the regular annual meeting of the membership of the Corporation, the Directors shall be elected for terms commencing on the date of the annual meeting of the members at which such Directors are elected and continuing for three (3) years and until their respective successors shall have been elected and qualified except as provided in these Bylaws. Any Director may serve more than one term. In order to be eligible to serve as a Director, such person must, during each fiscal year of the Corporation during which such person is a Director:

- (1) Be a member in good standing of the Corporation;
- (2) Actively support the fund-raising efforts and activities of the Corporation by both reinforcing existing financial contributors and attracting new financial contributors, all under the guidance and direction of the Executive Committee; and

- (3) Contribute the sum of at least \$100.00 in cash, or contribute property or services which have a fair market value of at least \$100.00, provided that all contributions "in kind" must be accepted and approved by the Executive Committee, and all contributions of services must be services which directly result in reducing an expenditure which would otherwise be incurred by the Corporation for the applicable year.

The following persons shall automatically be appointed to serve as Directors of the Corporation during the times such persons occupy their respective offices listed hereinafter:

The President of the Corporation;

The Vice President of the Corporation;

The Secretary of the Corporation;

Te Treasurer of the Corporation;

The Immediate Past President of the Corporation.

### **Section 8.03** Powers

Subject to limitations of the Certificate of Incorporation, of these Bylaws and of the laws of the State of Oklahoma as to action to be authorized or approved by the members of the Corporation, and subject to duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed and conducted by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

- (A) To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the Bylaws and to fix their compensation;

- (B) To review and approve annual financial statements and interim unaudited financial statements (which are to be prepared in such form with such content and at such intervals as shall be specified by the Executive Committee);
- (C) To amend or restate the Bylaws or Certificate of Incorporation;
- (D) To approve the merger, consolidation or dissolution of the Corporation;
- (E) To approve the sale, lease, exchange, pledge of any substantial part of the assets of the Corporation, or any contract, or other agreement with respect thereto;
- (F) To select or remove the Corporation's independent auditor; and
- (G) To take any other action which may be requested by the Executive Committee.

**Section 8.04** Staggered Terms

Directors shall be divided into three groups substantially equal in number with terms expiring at intervals of one year. To this end Directors may be elected for terms of less than three (3) years.

**Section 8.05** Exceptions to Financial Requirements

The Officers of the Executive Committee, unless they otherwise qualify and are elected as Directors or are required by the operational bylaws of the Corporation, shall not be required to comply with the requirements of Section 8.01 (iii) herein above.

**Section 8.06** Regular Meetings

Regular meetings of the Board of Directors shall be held no less frequently than quarterly at such time and place as shall be designated by the President, at least the majority of the members of the Executive Committee, or by a majority of the Board of Directors in the notice of the meeting, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may be called at the direction of the President, or a majority of the Directors then in office, to be held at such time and place, within Oklahoma City, Oklahoma, as shall be designated in the notice of the meeting.

**Section 8.07** Notice

Notice of the time and place of any meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice or e-mail. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by law.

**Section 8.08** Quorum

A majority of the sitting Directors present in person shall constitute a quorum for the transaction of business at any meeting of the Board, except if less than such number of Directors are present at such meeting; a majority of the Directors present may adjourn the meeting from time to time without further notice. Ex officio members shall not be counted in determining the existence of a quorum.

**Section 8.09** Conduct of Business

The act of a majority of Directors in person present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8.10** Consent without Meeting

No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by each Director entitled to vote.

**Section 8.11** Resignations and Removal

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by resolution adopted by a majority of the Board of Directors then in office either for cause or because such Director has failed to maintain the requirements for qualification as provided in Section 8.01 hereof. Any Director who has failed to maintain the requirements of Subsection 8.01 as of January 31<sup>st</sup> of the then current fiscal year, shall automatically be removed as a Director effective as of January 31<sup>st</sup> of the then current fiscal year of the Corporation, unless any such Director shall be reinstated as of the date of full compliance with such Subsections.

**Section 8.12** Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment by the majority of the remaining Directors.

**Section 8.13** Compensation

Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any such Director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 8.14** Procedure

The President shall preside at meetings of the Board of Directors. In the absence of the President, the Vice President shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with these bylaws.

## ARTICLE IX

### EXECUTIVE COMMITTEE

#### **Section 9.01** Designation

There shall be an Executive Committee, which shall be comprised of the President, the Vice President, the Treasurer and the Secretary of the Corporation. The Executive Director shall serve as an ex officio member of the Executive Committee. The Executive Committee, except to the extent as it may be restricted from time to time by the vote of a majority of the whole Board of Directors, may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall have no power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all, or substantially all, of the property and assets of the Corporation, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, or amending the bylaws of the Corporation.

#### **Section 9.02** Tenure

Each officer of the Executive Committee shall hold office for two (2) years unless such member shall sooner resign or be removed.

#### **Section 9.03** Meetings

Meetings of the Executive Committee may be called by, or at the direction of, the President, or a majority of the voting members of the Executive Committee, to be held at such time and place as shall be designated in the notice of the meeting.

**Section 9.04** Notice

Notice of the time and place of any meeting of the Executive Committee shall be given at least three (3) days previously thereto by written notice or e-mail, unless it is the regular scheduled monthly meeting. Any member of the Executive Committee may waive notice of any meeting. The attendance of a member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice, or waiver of notice, of such meeting, unless otherwise required by law.

**Section 9.05** Quorum

Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Ex officio members shall not be counted in determining the existence of a quorum.

**Section 9.06** Conduct of Business

The act of a majority of the voting members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

**Section 9.07** Consent without Meeting

No action of the Executive Committee shall be valid unless taken at a meeting at which a quorum is present except that any action may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing or e-mail (setting forth the action so taken) shall be signed by each member of the Executive Committee entitled to vote.

**Section 9.08** Resignations and Removal

Each of the elected members of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation and unless otherwise specified thereon, the acceptance of such resignation shall not be necessary to make it effective. Each of the appointed members of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Directors then in office.

**Section 9.09** Vacancies

Any vacancy occurring in the members of the Executive Committee and any membership thereon to be filled by reason of an increase in the number of members of the Executive Committee shall be appointed by the President.

**Section 9.10** Compensation

Members of the Executive Committee as such shall not receive any salaries for their services, but nothing herein contained shall be construed to preclude any member of the Executive Committee from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 9.11** Procedure

The President of the Corporation shall preside at meetings of the Executive Committee, in his/her absence the Vice President shall preside. The Executive Committee may adopt its own rules of procedure, which shall not be inconsistent with these bylaws.

**ARTICLE X**

Officers

**Section 10.01** Election

Prior to the annual Members Meeting a Nominating Committee shall be selected by the President of the Corporation for the purpose of nominating Board Members, President, Vice President, Secretary and Treasurer as is necessary. The President for the current term shall automatically become the Past President upon leaving office of President, unless re-elected by the membership.

**Section 10.02** Nominations

Notice of nominations made by the Nominating Committee shall be provided to the membership together with the notification of the annual meeting at least 30 days in advance of said meeting. At the annual meeting members may nominate additional candidates with that candidate's consent. The candidate receiving the majority of the votes of the membership present at the annual meeting shall be elected.

### **Section 10.03 Duties of the Officers**

In addition to the following expectations, the Board of Directors may assign additional responsibilities through the adoption of a job description for each of the officers.

(A) Past President:

Has no assigned duties, but remains on the Executive Committee to provide assistance to the board of Directors and to the Executive Committee.

(B) President:

- (1) Serves as Chair of the Executive Committee and as the Chair of the Board of Directors, directs the activities of the Corporation, determines the order of business at all Board and Membership meetings, and provides leadership.
- (2) The President shall be the Chief Executive Officer of the Corporation and shall have general authority over the business of the Corporation, its officers, agents and employees and shall be charged with the responsibility for proper management and submitting reports as may be required by the Board of Directors. The President shall preside at all meetings of the Members. The President shall have the authority to employ, or terminate the employment of any employees and agents of the Corporation, other than officers, and fix their compensation within the budget approved by the Board of Directors. Other than employment of the Executive Director, such authority may be delegated by the President. Employment and termination of the Executive Director shall be with the advice and consent of the Executive Committee and the Board of Directors. No officer or member of the Corporation shall be paid a salary or any remuneration for his/her services except as approved by the Board of Directors.
- (3) He/She shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the Corporation's business that is over the prescribed monetary amount set forth in the Corporation's Policies and Procedures.

- (4) He/She shall execute bonds, mortgages, and other contracts requiring a seal under the Seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.
- (5) At the regular annual meeting of the Members the President shall submit a complete report of the operations of the Corporation's affairs as existing at the close of each fiscal year and shall report to the Board of Directors from time to time all such matters coming to his attention and relating to the interest of the Corporation as should be brought to the attention of the Board.
- (6) He/She shall be ex-officio member of all standing committees; he shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be properly required of him/her by the Board of Directors.
- (7) He/She will be the official contact with outside entities, such as City, State, and National agencies, unless delegated to another member of the Corporation by the President.

(C) Vice President:

Assists the President, performs responsibilities of the president in his/her absence, serves as ex-officio member of all committees.

(D) Secretary:

- (1) In addition to a Secretary, the Board of Directors may appoint one or more Assistant Secretaries. Any act which the Secretary is authorized to do may also be done by any Assistant Secretary, whether such act is authorized by the Statutes of the State of Oklahoma, the Articles of Incorporation, or by these Bylaws.

(2) The Secretary, or an Assistant Secretary, shall attend all meetings of the Board of Directors, Executive Committee and all meetings of the Members and record all minutes of said meetings in the books and records of the Corporation to be kept for that purpose. He/she shall issue or cause to be issued calls for meetings of Members and Directors and shall notify all Officers and Directors of their election. He/she shall have charge of and keep the seal of the Corporation and affix the seal attested by his signature, to such other instruments as may require the same. He/She shall keep other usual Corporation books and records. He/She shall also sign with the President or Vice President all contracts, deeds, licenses and other instruments when so ordered. He/She shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the State of Oklahoma and shall perform such other duties as may be prescribed by the Board of Directors. He/She shall attend to such correspondence and do such other duties as may be incidental to his office or as may be properly assigned to him by the Board of Directors or the President. The seal may be kept in a place designated by the President.

(E) Treasurer:

(1) In addition to a Treasurer, the Board of Directors may appoint one or more Assistant Treasurers. Any act which the Treasurer is authorized to do may also be done by any Assistant Treasurer, whether such act is authorized by the Statutes of the State of Oklahoma, the Articles of Incorporation, or by these Bylaws.

(2) Chairs the Finance Committee and shall keep, or cause to be kept, the necessary books, financial records and accounts. He/She shall have charge of, and be responsible for, the funds, property and securities of the Corporation under the direction of the Board of Directors and the President. He/She shall perform all duties incident to his office or which are properly required of him by the Board of Directors or the President. He/She shall work with Corporation assigned accountants and present a current financial statement at regular Members meetings. The Treasurer will give a complete Festival report at the following Members meeting in the third quarter each year and complete reports of other events Corporation funds are used for as is prudent.

(F) Other Officers or Employees:

All other officers and employees shall perform such duties as may be required of them by the Board of Directors or the President.

## ARTICLE XI

### Checks

#### Section 11.01

Checks over the amount prescribed in the current Policy and Procedures Manual shall require two signatures. The President, Vice President and Treasurer are authorized to sign checks. All payments must be made from invoices or receipts of amounts already expended. All unusual expenses must be approved for payment by the President or Vice-President before reimbursement is made.

## ARTICLE XII

### Fiscal Year

#### Section 12.01

The fiscal year of the Corporation shall be a calendar year. The Corporation budget cycle is June 1-May 31.

## **ARTICLE XIII**

### **Notices and Waivers**

#### **Section 13.01**

Whenever, under the provisions of these bylaws, a notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given by telephone, in person, in writing, by e-mail, by fax, or by mail, depositing same in a post office or letter box, in an envelope addressed to such director at his last known post office address.

## **ARTICLE XIV**

### **Compliance With Laws**

#### **Section 14.01**

It is intended that the articles and bylaws of the Corporation shall comply with all laws and regulations, state and federal, in order to obtain all tax exemptions permitted thereby and the articles and bylaws shall be construed in such manner as to comply with such rules and regulations. In the event it should become necessary to amend said articles or bylaws to comply with such laws and regulations in order to obtain or maintain the maximum tax exemptions, then amendments to comply there with may be made retroactive.

## **ARTICLE XV**

### **Standing Committees**

#### **Section 15.01**

The Nominating Committee, with the approval of the President, shall appoint an individual as Chairperson to serve on each of the following standing committees. It will be the responsibility of the Chairperson to select committee members. A committee member other than the Chairperson need not be a member of the Corporation.

**Section 15.02**

The following are standing committees and sub-committees of the Executive Committee.

(A) FINANCE

This committee is charged with the responsibility for developing and maintaining the financial record keeping system, performing internal audits, arranging for external audits and insuring proper money handling at events. This committee shall have at least three (3) members, but may have more members as deemed necessary by the Chair of the committee.

(B) PUBLICITY/MARKETING

The Publicity/Marketing Committee is charged with the responsibility of publicizing all of the events of the Corporation and the promotion of the Paseo Arts District. It is also responsible for all advertising, marketing, public relations, and publicity for the Paseo Arts Association. This committee shall have at least three (3) members but may have more members if deemed necessary by the Chair.

(1) Events

The Events Sub-Committee is charged with the responsibility of organizing and implementing events to be held on the Paseo and making such recommendations to the Executive Board. It may have as many members as deemed necessary by the Chair.

(C) FESTIVAL

The Festival Committee is charged with the responsibility of organizing the annual spring arts festival. It may have as many members as deemed necessary by the Chair and/or the President of the Executive Committee.

(D) MEMBERSHIP

The Membership Committee is charged with the responsibility of organizing and recruiting membership. It may have as many members as deemed necessary by the Chair. It also has the responsibility of organizing the quarterly Member meetings, as well as the annual meeting.

(E) DEVELOPMENT

The Development Committee is charged with the responsibility of developing new ideas to fulfill the Corporate mission and vision for Paseo.

(F) ARTIST AWARDS DINNER

The Artist Awards Dinner Committee is charged with organizing the annual Artist Awards banquet. It may have as many members as deemed necessary by the Chair and/or the President of the Executive Committee.

**ARTICLE XVI**

Bylaws

**Section 16.01**

The bylaws shall be reviewed and updated no less than every five (5) years by a committee appointed by the President.

**Section 16.02**

After approval from the Executive Committee proposed amendments to these bylaws must be approved by the Board of Directors.

**Section 16.03**

Any member in good standing may propose amendments to these bylaws. The procedure for adoption of such amendments is as follows:

- A. The member proposing the amendment shall prepare a draft amendment and provide copies of this draft for all Executive Committee members and the Executive Director.
- B. The Executive Committee may then redraft the amendment, with permission of the member submitting the amendment, and when the amendment is in final draft the Executive Committee will then place it on the agenda for the next meeting of the Board of Directors, attaching their recommendation. The Board of Directors shall act on the submission either at the meeting at which the amendment was presented or at the following meeting. If approved, the amendment will be placed in the official bylaws.

## ARTICLE XVII

### INDEMNIFICATION

#### Section 17.01

To the extent permitted by applicable law, the Corporation shall be empowered to indemnify and hold harmless any person who is, or was, a Director or Officer of the Corporation, against any and all losses, costs, liabilities, fines, and judgments, which such person may suffer by reason of his or her serving as a Director or Officer of the Corporation. The foregoing shall be in addition to any other right, protection or indemnification, which may be afforded to such person under applicable law.

## ARTICLE XVIII

### In Event of dissolution of the Corporation

#### Section 18.01

In case of dissolution of the organization, the Corporation, after payment of all outstanding bills, all remaining assets will be donated to Paseo Artists Association Fund at Oklahoma City Community Foundation, to be held for the benefit of Oklahoma Arts organizations with a similar mission.

APPROVED AND ADOPTED at meeting of the Corporation Membership on the  
\_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary

(SEAL)