

**BYLAWS
OF THE PERFORMING ARTS ALLIANCE, INC.**

**ARTICLE I
NAME, INCORPORATION, CORPORATE OFFICE AND SEAL**

1.1 Name. The name of the Corporation, which is incorporated under the District of Columbia Nonprofit Corporation Act, is The Performing Arts Alliance, Inc. It is hereinafter referred to as “the Corporation.”

1.2 Organization. The Corporation is organized under Section 501(c)(4) of the Internal Revenue Code of 1986, and operates as a not for profit corporation.

1.3 Registered Office and Agent. The principal office of the corporation shall be located in Washington, D.C. This office shall serve as the Corporation’s registered office within the District of Columbia, and shall contain a registered agent appointed by the Board, in accordance with the requirements of the District of Columbia Nonprofit Corporation Act. The corporation may maintain other offices in such other places as may by resolution be specified by the Board of Directors.

1.4 Corporate Seal. The seal of the corporation shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the periphery of the seal shall appear the words “Performing Arts Alliance, Inc.” In the center of the seal shall appear the words “Corporate Seal,” “1977” and “District of Columbia.” The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

**ARTICLE II
PURPOSES AND ACTIVITIES**

2.1 Purposes and Activities. The purpose of the Corporation is to operate as a social welfare organization which qualifies for tax-exempt status under section 501(c)(4) of the Internal Revenue Code of 1986 by engaging exclusively in activities which promote the public good and general welfare of the people of the United States by serving as the principal advocate for America’s professional nonprofit arts organizations and their publics in representing arts interests and advancing arts support before Congress and other branches of the Federal government. To achieve this mission, the Alliance will inform legislators and policy makers of the vital role of the arts in American society, and advocate the development of national policies which recognize, enhance and foster the contributions that the arts make to America.

2.2 Powers. Subject to any limitations set forth in the Articles of Incorporation or these By-laws, the Corporation shall have the power in furtherance of the above and related purposes to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act.

2.3 Prohibited Activities. As provided in the Articles of Incorporation, the Corporation shall not:

- a) be conducted for profit
- b) possess nor exercise any power nor engage in any activity that will or might prevent it from qualifying for exemption from federal income taxation as a corporation described in section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or cause it to lose its exempt status under such section;
- c) permit any part of the net earnings of the Corporation to inure to the benefit of or be distributed or distributable to its Directors, officers, or other private persons, except that the Coalition may make reasonable payments for compensation for services rendered by Directors, officers, or other private persons in furtherance of the purposes set forth above in Paragraph 2.1;
- d) in the event of dissolution or final liquidation of the Corporation, permit its assets after payment of provision for payment of all liabilities of the Corporation to be applied or distributed other than in the manner set forth in the Articles of Incorporation and Article IX of these By-laws.

ARTICLE III MEMBERS

3.1 Members. The Corporations shall have two classes of members, Organizational Members and Individual Members.

3.2 Organizational Members. The corporation shall have two types of organizational members, Founding Members and Members. The Founding Members of the corporation are the Association of Performing Arts Presenters, Dance/USA, League of American Orchestras, Opera America and Theatre Communications Group.

3.3 Individual Members. Individual membership shall be open to any individual who supports the goals of the Corporation and who pays annual membership dues. The amount of dues for each fiscal year shall be determined by the Board of Directors prior to the beginning of that year.

ARTICLE IV
THE BOARD OF DIRECTORS

4.1 Numbers and Authority of the Board of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors (hereinafter “the Board”) consisting of two (2) representatives from each Founding Member and one (1) representative from each Member. Additional Nominated members may be elected as stipulated in section 4.4 but may not exceed 33% of the total board.

4.2 Designated Directors. The chief staff officers of each Founding Member and Member shall be “Designated Directors” and shall serve as voting members of the Board as long as they retain their status as chief staff officer at one of the specified service organizations. Designated Directors of Founding Members and one Designated Director from the Members shall serve on the Executive Committee of the Performing Arts Alliance together with the Officers of the Board.

4.3 Appointed Directors. After consultation with the Executive Committee, each Designated Director of a Founding Member may appoint one additional director from his or her respective service organization to serve for unlimited two-year terms. After consultation with the Executive Committee, each Designated Director of a Member may appoint one additional director from his or her respective service organization to serve for unlimited two-year terms upon payment by the Member of annual organizational dues of \$10,000.

4.4 Nominated Directors. The Executive Committee may nominate Directors from outside the service organizations who, because of their demonstrated interest in federal arts policy, will bring additional expertise to the Board and to the work of the Alliance. Each Nominated Director shall be elected by majority vote of the Executive Committee and shall be eligible to be elected to the Board for unlimited two-year terms.

4.5 Resignation. A Director may resign at any time by giving written notice of resignation to the Chairman of the Board. A resignation shall take effect at the time received unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Removal. A Director may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors.

4.7 Vacancies. A vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Executive Committee. A Nominated Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office; said director may subsequently be elected to two consecutive terms as in section 4.4.

4.8 Compensation. Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Executive Committee, may be reimbursed for expenses incurred in connection with their service as members of the Board or any committee thereof, except that no per diem or expenses may be paid related to attendance at Board or Committee meeting provided that nothing contained herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

5.1 Place of Meeting. Meetings of the Board of Directors may be held either within or without the District of Columbia at such place as may be specified by resolution of the Board or in any notice of the meeting.

5.2 Annual Meeting. The Board of Directors shall meet at least once each year for the purposes of reviewing the mission, goals, advocacy priorities, and finances of the Corporation and to consider any other business that may properly be brought before the meeting.

5.3 Notice of Meetings. Meetings of the Board of Directors may be held upon notice of letter, or facsimile, mailed or delivered for transmission not later than during the fifteenth day immediately preceding the day scheduled for the meeting. Under emergency circumstances where longer notice is impracticable, upon the call of the Chair of the Board or of any five members of the Board, notice may be provided by word of mouth, telephone or facsimile received not later than during the third day immediately preceding the day scheduled for the meeting. This and any other notice called for or referred to in these By-laws may be given to the person to be notified at the most recent address for such person appearing on the books and records of the Corporation.

5.4 Waiver of Notice. A written waiver of notice of any meeting signed by a Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver by him or her of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5.5 Regular Meetings. The Board of Directors may by resolution establish a schedule of regular meetings of the Board at such time and place as the Board may determine. Once such schedule is established, no further notice for the scheduled meetings shall be required.

5.6 Votes. The Designated Director and Appointed Director of a Founding Member shall have three votes each with respect to any matter upon which a vote of the Board

may be taken. The Designated Director of a Member shall have one vote. The Appointed Director of a Member shall have one vote upon payment by the Member of annual dues to the Performing Arts Alliance of \$10,000. Upon payment by the Member of annual dues to the Performing Arts Alliance of \$20,000, the Designated and Appointed Directors of a Member shall have two votes each. Upon payment by the Member of annual dues to the Performing Arts Alliance of \$30,000, the Designated and Appointed Directors of a Member shall have three votes each. A Nominated Director shall have one vote with respect to any matter upon which a vote of the Board may be taken.

5.7 Quorum and Adjournment. Representatives from 75% of the organizational members shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by the Corporation's certificate of incorporation or these By-laws. If a quorum is not present, the Chair of the Board or other presiding officer may adjourn the meeting until a quorum shall be present.

5.8 Meetings by Telephone. Any meeting, other than the annual meeting, of the Board of Directors may be held by means of a telephonic conference at which each person participating therein may hear and be heard by each other person participating therein.

5.9 Action by Consent. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting (a) if a written ballot is mailed to each member of the Board stating the action proposed to be taken and requesting the addressee to respond within no less than ten days of the mailing of such ballot by returning the ballot to the Administrator appropriately marked for or against the action proposed to be taken, and (b) if ballots marked in favor of the action proposed to be taken are received by the Administrator from a majority of the Directors then in office (unless the vote of a greater number is required by the Corporation's Articles of Incorporation or these By-laws) within no more than twenty-five days after the mailing of the ballots to the Board.

ARTICLE VI COMMITTEES

6.1 Executive Committee. The Corporation shall have an Executive Committee, the membership of which consist of the Chair, the Vice-Chair, the Secretary, the Treasurer, Designated Directors of Founding Members, and one Designated Director from the Members. The Designated Director from the Members shall serve a two-year term on the Executive Committee and be given the option to serve for an additional term of two years. No single organization may be represented on the Executive Committee by more than a total of two Directors.

6.11 Meetings. The Executive Committee shall meet at least four times per year, and more often at the call of the Chair or three members of the Executive Committee. The Executive Committee shall adopt its own rules and procedures; provided, however, that it may not establish a quorum for the transaction of its business consisting of less than three of its members.

6.12 Power of Authority. Unless otherwise provided for in these Bylaws or by resolution of the Board of Directors, the Executive Committee shall be responsible for management and oversight of the operations of the Corporation and for implementing the policies established by the Board of Directors. Whenever a meeting of the Board of Directors is not in progress, the Executive Committee shall have and may exercise all the power 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 that may require it.

6.13 Nominations. The Executive Committee shall nominate all candidates for seats as Nominated Directors on the Board of Directors, other than those appointed by Designated Directors under Paragraph 4.3, shall elect the Directors, and shall nominate Officers.

6.2 Finance Committee. The Board of Directors shall by resolution elect from among its members and the officers of the Corporation a Finance Committee of such size as the Board may by resolution specify. The Finance Committee will recommend to the Board budgets for the Corporation and methods and programs for the gathering of funds for corporate purposes. The Finance Committee will also monitor the Corporation's expenditures.

6.3 Other Committees. The Board of Directors shall by resolution provide for such other committees as it determines are desirable for the carrying out of the corporation's purposes.

6.4 Committee Meetings. Meetings of any committees established in accordance with this Article shall, to the extent not otherwise specified by a resolution of the Board of Directors, be conducted in accordance with the provisions of Article V of these By-laws.

ARTICLE VII OFFICERS

7.1 Officers. The Officers of the Corporation shall be a Chair of the Board, a Vice-Chair, a Secretary, a Treasurer and such others as may be deemed necessary by the Executive Committee. Officers shall be selected from among the Designated, Appointed

and Nominated Directors. At least one Officer shall be an Appointed Director. A person may serve as both Secretary and Treasurer if so determined by the Executive Committee; however, such person may not execute, acknowledge, or verify any instrument in more than one of these capacities if such instrument is required by law, the Articles of Incorporation, or the Board to be acknowledged or verified by two or more Officers.

7.2 Appointment and Term of Office. Officers shall be nominated for election by the Executive Committee and elected by a majority vote of the Board of Directors. Officers shall serve for terms of two years, and may serve for any number of consecutive or nonconsecutive terms, except that a person may be elected to the office of Chair for a period not to exceed two terms of two years each.

7.3 Resignation. An Officer may resign at any time by giving written notice of resignation to the Chair of the Board. A resignation shall take effect at the time received unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

7.4 Removal. Any officer may be removed by a majority vote of the Board of Directors when, in their best judgment, the best interests of the Corporation will be served thereby. Removal as an Officer does not constitute removal from the Board of Directors, unless the Resolution removing the Officer specifically states otherwise.

7.5 Vacancies. Whenever any vacancy shall occur in any office for any reason, including any increase in the number of officers of the corporation, the vacancy shall be filled by resolution of the Board of Directors, and the Officer so elected shall hold office until his successor is chosen and assumes office.

7.6 Compensation. Officers shall receive no compensation for their services but, by resolution of the Executive Committee, may be reimbursed for expenses incurred in connection with their service as Officers, except that no per diem or expenses paid related to attendance at Board or Committee meetings provided that nothing contained herein shall preclude any Officer from serving the Corporation in any other capacity and receiving compensation for such service.

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS

8.1 Chair of the Board. The Chair of the Board shall preside at meetings of the Board of Directors. The Chair shall serve as Chief Executive Officer of the Corporation, subject to the direction and control of the Executive Committee, to whom he or she is responsible for the management of the Corporation and for implementing the policies established by the Executive Committee and the Board of Directors. The Chair shall have the authority to exercise powers of attorney appointing other corporations,

partnerships or individuals as agents of the Corporation, and to execute on behalf of the Alliance all contracts, leases, bonds, checks, drafts, and other legal instruments authorized by the Board or the Executive Committee, except in cases where the signing and execution thereof have been expressly delegated by the Board, the Executive Committee, or the By-laws to some other officer or agent of the Corporation. The Chair shall perform such other duties as may from time to time be assigned to him or her by a resolution of the Board or the Executive Committee. The Chair shall be custodian of the seal of the Corporation and shall see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized.

8.2 Vice-Chair. The Vice-Chair shall, in the absence of the Chair, preside at meetings of the Board of Directors and perform such other duties as requested by the Chair. In the event of the death, resignation, or removal of the Chair, the Vice-Chair shall perform the duties of the Chair until a new Chair has been elected by the Board of Directors.

8.3 Secretary. The Secretary shall attend meetings of the Board of Directors, and shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of these meetings. The Secretary shall be custodian of the records. The Secretary shall attend to the giving of all notices and shall perform such other duties as the Board of Directors may by resolution prescribe.

8.4 Treasurer. The Treasurer shall keep or cause to be kept correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables as may from time to time come into the possession of the corporation, and shall have authority to sign all financial instruments on the corporation's behalf. Unless otherwise directed by the Board of Directors, the Treasurer shall deposit all funds of the Corporation coming into his or her hands in a reliable bank or other depository to be designated by the Board of Directors and shall keep this bank account in the name of the Corporation. The Treasurer may authorize the staff of the Corporation to sign checks and drafts and deposit funds on his or her behalf. The Treasurer shall furnish to the Board of Directors at its request statements of the financial condition of the Corporation, shall have such statements examined annually in accordance with generally accepted auditing standards by an independent certified public accountant, and shall perform such other duties as the Board may by resolution prescribe.

8.5 Transfer of Powers and Duties. In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may transfer the power or duties of an Officer to any other Officer or to any director or employee of the Corporation, except that the power and duties of the Chair shall be transferred to the Vice-Chair.

ARTICLE IX
ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the Corporation shall be established by resolution of the Board of Directors.

9.2 Audit. The Board of Directors shall annually designate and direct the Officers to engage a firm of independent public accountants to prepare either a formal compilation, a review, or an audit of the accounts of the Corporation in accordance with standards established by the American Institute of Certified Public Accountants.

9.3 Report. The Treasurer shall, within one hundred twenty (120) days after the end of each fiscal year, render to the Board of Directors a financial report consisting of a balance sheet as of the last day of the year and an income and expense statement for the year, certified by an independent public accountant.

9.4 Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by the Executive Committee or any Officer or Officers to whom such power has been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money may be endorsed, assigned, and delivered by any officer or agent of the Corporation, or by the staff if so designated by the Treasurer.

9.5 Checks, Drafts, Etc. All checks, drafts, and orders for the payment of money shall be signed or endorsed by the Treasurer, or such other agent or agents of the Corporation and in such manner as shall from time to time be determined by the Executive Committee.

9.6 Contracts. The Executive Committee or the Chair, or any other Officer or Officers, or the staff, if so authorized by the Executive Committee, shall have the power to enter into any contract or to execute and deliver any instrument in the name or on behalf of the Corporation. If any Director or Officer of the Corporation has an interest, directly or indirectly, in any contract relating to the operations of the Corporation or any contract for furnishing services or supplies to it, such contract shall be authorized by the Board of Directors and the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract shall be authorized.

9.7 Operation and Management. The Board of Directors or the Executive Committee may contract with any firm for services with relation to a) carrying out the Corporation's purposes and activities as described in Article II of these Bylaws; b) administering the affairs of the Corporation; and c) any other purposes which the Board may deem appropriate.

9.8 Shares of Stock. The Corporation shall not authorize shares of stock; nor shall it pay any dividends.

9.9 Corporate Loans. No loans shall be made by the Corporation to its Directors, nor to its officers.

9.10 Dissolution of Corporation. Upon dissolution of the Corporation, assets which are available for distribution shall be distributed to any one or more non-profit organizations as shall be selected by the Board of Directors.

ARTICLE X INSURANCE AND INDEMNIFICATION

10.1 Insurance. The Corporation may purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer, employee, advisor, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

10.2 Indemnification. The Corporation shall indemnify any person who is made or threatened to be made a party to any action or proceeding by reason of the fact that he or she was a Director, Officer, advisor, or agent of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. This requirement shall not apply in cases where the action or proceeding relates to a claim that the person defrauded, injured, or otherwise acted in violation of the interests of the Corporation.

10.3 Bond. The Board of Directors may by resolution require any officer or employee of the Corporation to furnish bond for the faithful performance of such person's duties, in such amount and with such sureties as the board may prescribe. Unless otherwise provided in any such resolution, the cost of the bond shall be borne by the Corporation.

ARTICLE XI AMENDMENTS

11.1 Amendment of Bylaws. These Bylaws may be altered or repealed by a two-thirds vote of the Executive Committee.