

YORK ART ASSOCIATION
ORGANIZED 1905
INCORPORATED MARCH 1962

THE ORIGINAL ARTICLES OF INCORPORATION OF YORK ART ASSOCIATION, INC., REMAINING ON FILE IN THE OFFICE OF THE PROTHONOTARY, WERE RECORDED IN THE OFFICE FOR THE RECORDING OF DEEDS IN AND FOR YORK COUNTY, PENNSYLVANIA IN RECORD BOOK 52M, PAGE 294, MARCH 6, 1962.

BY-LAWS OF YORK ART ASSOCIATION

ADOPTED 1980: REVISED 1999, 2006, 2012, 2019

ARTICLE I

GENERAL

Section 1: Name

The title of this corporation shall be the York Art Association, Incorporated, hereinafter referred to as the “Association.”

Section 2: Purpose

The purpose of the Association is the encouragement and the development of an interest in the arts by establishing and maintaining a place in the environs of the City of York, Pennsylvania, where:

- A. Public exhibitions and sales of pictures, statuary and other objects of art may be held;
- B. lectures and art education classes and instruction of art and its various branches are provided for the benefit of the people of York, Pennsylvania, and vicinity,
- C. the study and enjoyment of the arts are provided in every way, and
- D. the mission of the Association is supported through community outreach-programs.

In support of these purposes the Association may:

- A. acquire by publication, gift, devise or otherwise, lands and other real property whenever necessary and convenient;
- B. construct and maintain buildings thereon and dispose of same;
- C. receive and dispose of gifts and bequests of money, works of art and other articles of use and value; and,

D. do all things necessary and incident to the above-mentioned purpose. No pecuniary gain or profit, incidental or otherwise to members of the Association is contemplated in the activities in support of this purpose.

Section 3: Limitation of Methods

The Association shall observe all local, state and federal laws which apply to a non-profit organization and shall comply with requirements of Section 501(c) (3) of the Internal Revenue Code.

Section 4: Non-Discrimination

The corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. This policy of non-discrimination covers all programs and activities including, but not limited to membership, financial aid, educational services, and employment.

Section 5: Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of incorporation and the state, Pennsylvania.

ARTICLE II

MEMBERSHIP

Section 1: Eligibility

Any person in agreement with the objectives of the Association, who wishes to support the visual arts or who wishes to participate as an artist, may become a member by submitting a Membership Application and payment of dues.

Section 2: Categories of membership

Categories of membership in the Association are Individual, Family, Student, Patron and Corporate. The following are the Patron levels: Pablo Picasso, Mary Cassatt, Ansel Adams, Georgia O’Keeffe and Leonardo Da Vinci. Each member shall receive a card indicating membership in the Association. Members must be eighteen years of age to hold office and to vote. Businesses may support the Association at the Ansel Adams Patron level or higher as Corporate members.

A. Individual: An Individual member may exhibit in members’ shows, use the studio, be listed in the artist directory, receive the newsletter and be entitled to discounts

on classes and seminars. Individual members must be over 18 years of age to vote and/or hold office.

B. Family: A Family membership includes the spouse/partner and children less than 18 years of age. Family members receive full rights and privileges granted Individual members, except only family members over 18 years of age have voting rights.

C. Student: The Student member must be enrolled as a full-time student and has privileges granted the Individual member. Student members over 18 years of age have voting rights.

D. Patron Levels: Members at the patron level have all the rights and privileges of Individual members. Patron levels are designated by minimum giving levels determined by the Board of Directors. The Board may establish additional benefits for members supporting the Association at the different Patron levels. Patron levels are designated as follows, in order of increasing minimum gift level:

Pablo Picasso
Mary Cassatt
Ansel Adams
Georgia O’Keeffe
Leonardo Da Vinci

E. Corporate: The Corporate member (business firm, association, corporation, partnership, or entity) may nominate two individuals, known as member designees, to exercise the privileges of membership as described in Family member. The Corporate member shall have the right to change its member designees upon written notice. The member designees may cast one vote each, if over eighteen years of age.

Section 3: Dues

Dues shall be payable once a year by the anniversary date of becoming a member. The Board of Directors may set the dues annually.

Section 4: Termination

Any member shall be dropped from membership for non-payment of dues. Any member may be expelled for cause shown by a vote of a majority of the full Board. No member may be expelled without the opportunity of a hearing before the Board of Directors.

Section 5: Grievance Procedures

When a member has a grievance, the following procedures shall be followed:

A. Initial decision: the member must provide the complaint as well as a solution in writing to the Executive Committee.

1. The issue must be in the hands of the Executive Committee one (1) week prior to a normal Executive Committee meeting.
2. The grievance must appear on the agenda.
3. The Executive Committee must reply in writing to the complainant with the decision and rationale within a month of the date of the meeting covering the grievance.

B. Appeal or Failure to Resolve: If the Executive Committee fails to resolve the issue in the timeframe above or if the complainant is not satisfied with the decision of the Executive Committee, the issue will go to the full Board, will be placed on the agenda, and will be resolved at the next full Board Meeting.

1. The issue will automatically go to the full Board in case of no decision by the Executive Committee.
2. If the complainant is not satisfied by the written decision of the Executive Committee, he/she must file an appeal in writing to the full board within one week of receipt of the decision of the Executive Committee.
3. Decisions by a majority of the full Board are final.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the Association shall be held during May of each year at a time established by the Board of Directors. The members shall elect officers and new members of the board of Directors and transact other business as may be properly brought before the meeting. Written notice including lists of nominees shall be distributed to members at least seven (7) days prior to the Annual Meeting.

Section 2: Special Meetings

Special meetings of the Association may be called by the President at any time or upon petition in writing of any twenty-five (25) members provided that if, at any time there shall be less than one hundred (100) members, then a special meeting may be held on request of

twenty-five per cent (25%) of the members. Business transacted at special meetings of the Association shall be confined to the objectives stated in the call and matters related thereto.

Written notice of special meetings of the Association, stating purpose, time and place, shall be distributed to each member at least seven (7) days before such meeting.

Section 3: Quorum

Twenty-five (25) members shall constitute a quorum at any membership meeting provided that, if there shall be less than one hundred (100) members, then twenty-five percent (25%) of the members shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Powers and Responsibilities

The government and policy-making responsibilities shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

The Board of Directors may hire an Executive Director to assist in directing the affairs and procuring finances for the Association. In the event the Association chooses not to hire an Executive Director, the President shall appoint Committee Chairpersons to assume the duties.

In addition to the powers and authorities of these Bylaws expressly conferred on them the Board may exercise all such powers of the Association and do all such lawful acts and things as are not, by statute or by these bylaws, directed or required to be done by members. Such powers shall include buying and selling real estate and incurring such debts as may be necessary to carry on the purpose of the Association.

The Board of Directors shall consist of:

A. Three Special directors, one elected annually by members of the Association. Each shall serve a term of three years.

B. The President, Vice President, Past President, Secretary, Treasurer and Assistant Treasurer by virtue of their respective offices. The President, Vice President, and Past President shall serve a term of one year. The Secretary, Treasurer, and Assistant Treasurer shall serve a term of two (2) years.

C. The Immediate Past President, who shall continue as a voting member of the Board of Directors as long as his/her successor retains the position of President.

D. Two trustees. Each Trustee appointed by the Board for a term of two (2) years.

E. The Chairs of the Standing Committees. (see Articles VI and IX)

F. Youth Member: One high school or college student may be appointed at the discretion of the Board as a non-voting member in order to provide experience for the individual and to make his/her insights available to the Board.

Section 3: Qualification

Each member of and candidate for the Board of Directors, excluding the Special Directors and the Youth Member, must be an active member in good standing and must have agreed to accept the responsibilities of the position.

Section 4: Elections

A. Elected Board Members: The Officers and the Directors shall be elected by the Association.

B. Nominating Committee: In March of each year the Past President shall appoint a Nominating Committee of three (3) members of the Association, at least two (2) of whom have served as an elected member of the Board of Directors. The Past President shall designate the chair. By April first, the Nominating Committee shall present to the President a slate of candidates to replace the elected Board members whose terms are expiring. The Past President will handle the nominating process: slate of officers, preparation and mailing of the ballot with a return date, and tallying the results.

C. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the President will direct the Past President to begin the ballot and notification process to the membership. The ballot needs to be distributed to the membership by April 10th with a return date by the Friday before the annual meeting. The ballot will contain space for the electing of the slate of officers as well as space for any write-ins.

D. Election: The results of the election shall be announced at the Annual Meeting of the members in May as scheduled by the Board of Directors. Results of the election will be made available to the membership following the announcement.

E. Seating of the Newly Elected Board Members: All newly elected Board Members shall be seated at the regular June meeting. Retiring members of the Board shall continue to serve until June 30.

F. Quorum: (See Article III, Section 3.)

Section 5: Removal from Office

If any member of the Board of Directors shall have a total of four (4) absences from four (4) regular meetings during any given twelve (12) month period, it shall be the duty of the Secretary to notify such member of her/his absences, quoting this section of the Bylaws and request a written explanation. The member may request a hearing in lieu of, or in addition to, the written explanation. This matter shall be reviewed at the next regular meeting of the Board. Should the explanation be found unsatisfactory, the Board may remove said member by majority vote of the full Board membership.

Section 6: Vacancy

In case of a vacancy of an elected member of the Board of Directors, the Board of Directors shall select a person to fill the unexpired term.

Section 7: Regular Meetings

Regular meetings of the Board of Directors shall be held monthly or as determined by the Board of Directors, with a minimum of ten (10) meetings each year. Notification of date and time of the meetings shall be provided to the members of the Board of Directors and to the membership. The time and place for the stated meetings of the Board of Directors for the following year shall be determined at the regular meeting of the Board of Directors in June.

Section 8: Special Meetings

Special meetings of the Board of Directors may be held at the call of the President or any five (5) members of the Board of Directors. A minimum notice of seven (7) days shall be given.

Section 9: Quorum

A majority of members of the Board of Directors shall constitute a quorum at regular and special Board meetings.

Section 10: Voting at Board Meetings

Officers, Special Directors, Trustees, the Immediate Past President and the Standing Committee Chairpersons (See Article IX) have voting privileges.

Section 11: Resignations

All voting members of the Board should upon their resignation submit a “letter of resignation” to that effect to the Board for inclusion in the minutes.

ARTICLE V

TRUSTEES

Section 1: Selection and Duties

There shall be two (2) trustees in all, one to be appointed each year by the Board of directors at the July meeting. The term for trustees shall be two (2) years. Trustees will be voting members of the Board of Directors. Trustees shall be empowered to carry on the maintenance and preservation of all real estate owned by the Association for the benefit of the Association.

The Trustees shall make recommendations to the Board of Directors (See Article IX, Section 9) for the repairs or improvement of the Association property and, at the request of the Board, shall secure estimates for work to be done. Upon the approval of the Board, it will be the duty of the Trustees to see to the execution of contracted repairs or improvements. They shall not sell or mortgage or otherwise encumber said real estate without the approval of the Board of Directors.

ARTICLE VI

OFFICERS AND EXECUTIVE COMMITTEE

Section 1: Officers

The Officers shall be: President, Vice President, Past President, Secretary, Treasurer, and Assistant Treasurer.

The President, Vice President, and Past President shall serve a term of one year, July 1 to June 30, or until a successor is chosen. The Secretary, Treasurer, and Assistant Treasurer shall serve a term of two (2) years, July 1 to June 30, or until a successor is chosen. They shall be voting members of the Board of Directors.

Section 2: Duties

A. President: The President shall preside at all meetings of the Association and of the board of Directors and shall be a member of the Executive Committee. The President shall, with advice and counsel of the Executive Committee, select all committee chairpersons and assist in the selection of committee personnel. The President shall be an ex-officio member of all committees and shall oversee the Officers, Building Trustees, Special Directors, and the following Standing

Committees: Membership and Events (Hospitality); Publicity, Marketing and Public Relations; Buildings and Grounds; and Newsletter and Education.

B. Vice President: The Vice President shall exercise the powers and authority and perform the duties of the President in his/her absence or disability. (See Article IV, Section 6.) The Vice President shall be a member of the Executive Committee. The Vice President shall be responsible for overseeing the following Standing Committees and Sub Committees: Gallery Committee: (Nancy M. Woodward Gallery, Sally Little Danyo Members' Sale Gallery, Gallery Hanging After the President's term of office is completed, the Vice President will enter the slate of officers for the position of the President.

C. Past President: The Past-President shall support the President as needed. In the absence and or disability of both the President and the Vice President, the Past President shall exercise the powers and authority of the President. The Past President is responsible for nominations and coordinating the annual members meeting. The Past President chairs the Executive Committee. The Past President will seek volunteers to fill open board committee chairs and positions (hospitality, volunteer coordinator, librarian, and historian.

D. Secretary: The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall oversee the maintenance of a permanent record of the minutes in the Association Office, and shall ensure the issuance of notices. The Secretary shall be a member of the Executive Committee. The Secretary shall oversee the following positions: volunteer coordinator, historian and librarian.

E. Treasurer: The Treasurer shall maintain control of all bank accounts of the Association as directed by the Board of Directors. The Treasurer shall be a member of the Executive Committee. The Treasurer shall prepare and present a monthly Treasurer's Report showing the financial condition of the Association at Board meetings. The Treasurer may delegate duties to an employee as approved by the President and the Board. The Treasurer shall oversee the Assistant Treasurer and the Rottler Awards Fund.

F. Assistant Treasurer: The Assistant Treasurer shall exercise all the powers and authority and perform the duties of the Treasurer in his/her absence or disability. (See Article IV, Section 6.) The Assistant Treasurer shall maintain control of and account for monies received by the Association and shall deposit on a periodic basis such monies as may accumulate in the collection account to the checking account. The Assistant Treasurer shall oversee the Buildings and Grounds Committee. The

Assistant Treasurer may delegate duties to an employee as approved by the Treasurer and the Board.

Section 3: Qualifications

Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the office.

Section 4: Executive Committee

The Executive Committee shall be composed of the Officers (President, Vice-President, , Secretary, Treasurer, and Assistant Treasurer), the Executive Director who shall be a non-voting member, and the Immediate Past President who shall serve as Chair of the Executive Committee.

The President shall assign one (1) member of the Executive Committee to serve as Parliamentarian.

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII

EXECUTIVE DIRECTOR POWERS AND DUTIES

Section 1: General

The Executive Director shall serve at the pleasure of the Board of Directors and under the direction of the President. The Executive Director shall be a non-voting member of the Board, of the Executive Committee, and of the Budget and Finance Committee. The executive Director shall assemble information and prepare special reports as directed by the Officers and Board.

The Executive Director shall consult with the Officers and Chairpersons of the Association in the administration of the policies of the Association and co-ordinate the activities for the Officers and Chairpersons.

Section 2: Financial

The Executive Director shall assist the Budget and Finance Committee in the preparation of an operating budget covering all activities of the Association. The executive Director shall be responsible to see that expenditures do not exceed budget allocation. The Executive Director may, at the request of the Board, perform the duties of Assistant Treasurer.

Section 3: Fundraising

The Executive Director shall solicit contributions from the community and prepare application for local, state and federal grants. The Executive Director shall assist the Fundraising and Endowments Committee in coordinating fundraising events.

Section 4: Clerical and Administrative Duties

The Executive Director shall be responsible for managing the office and routine maintenance services. The Executive Director shall perform routine office duties and clerical duties for Officers, Chairpersons and board of Directors. These duties may be delegated to an employee.

The Executive Director shall be responsible for the directing and supervising of all other Association employees in accordance with personnel policies established by the Board of Directors. The Executive Director, after consultation with the President, may bring recommendations for hiring or firing to the Board, which will make the final decision.

Section 5: Publicity, Marketing and Public Relations

The Executive Director, consulting with the First Vice President, shall prepare and direct publicity, marketing and public relations for all activities and events of the Association and shall serve as liaison between the Association and the community and shall oversee community involvement activities as approved by the Board.

Section 6: Committees

The Executive Director shall oversee the work of selected committees as required by the President and/or Board of Directors.

ARTICLE VIII

SPECIAL DIRECTORS

Section 1: Duties

Special Directors are voting members of the Board of Directors and serve as experts and consultants to the Association and Board. They may become involved with activities of the Association.

ARTICLE IX

COMMITTEES

Section 1: Standing Committees

The following shall be Standing Committees. The Chairpersons shall be appointed by the President or the Executive Committee unless specified otherwise in the Bylaws. Standing committees can include subcommittees. Chairpersons of subcommittees are not voting members of the Board of Directors.

- Education Committee
- Gallery Committee
- Fundraising and Endowments
- Membership and Events
- Publicity, Marketing and Public Relations
- Buildings and Grounds
- Newsletter

The chairperson of these committees shall be voting members of the Board of Directors and shall serve for one year.

Section 2: Appointment Authority

- Committees and committee chairperson appointed by the President (See Article VI, Section 2.) shall serve at the pleasure of the President.
- It shall be the function of committees to conduct research and make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board.
- The Board shall authorize and define the power and duties of all committees and shall review and approve proposed activities of all committees.
- The Board or President may appoint additional committees as deemed necessary. These Ad Hoc
- Committee chairpersons will not be voting members of the Board of Directors unless specifically provided for in the Bylaws (e.g., a Director becomes a special committee chairperson, etc.)

Section 3: Limitation of Authority

No action by any committee or member thereof shall be binding upon the Association or constitute an expression of the policy of the Association until it has been approved by the Board of Directors.

Ad Hoc Committees shall be discharged by the President when their work has been complete or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE X

ADVISORY BOARD

Section 1: Selection and Term of Office

The Advisory Board shall consist of from three (3) to seven (7) members appointed by the Board of Directors for a term of two (2) years. Each year one Advisory Board Member shall be appointed.

Section 2: Duties

The Advisory Board shall give advice to the Board of Directors on any pertinent matter relating to the York Art Association.

Section 3: Meetings

The Advisory Board shall meet quarterly. One quarterly meeting a year will be at a regular meeting of the Board of Directors.

Minutes shall be kept of all Advisory Board meetings. Both the Advisory Board and the Association Board of Directors shall share minutes with the other group.

ARTICLE XI

FINANCES

Section 1: Funds

All money paid to the Association shall be placed in a general operating fund or in a designated account.

Section 2: Disbursement

Disbursements shall be by check with two (2) signatures. The Treasurer and another officer of the Association or an authorized person as directed by the Board of Directors shall be empowered to sign checks for the Association.

Section 3: Fiscal

The fiscal year of the Association shall begin July 1 and end June 30.

Section 4: Budget

Prior to the end of each fiscal year, the Treasurer shall prepare a budget of estimated revenue and expenses for the coming year and submit it to the Board of Directors for its approval.

Section 5: Annual Review

The accounts of the Association shall be reviewed every by a qualified third party and approved by the Board at the close of business on June 30. The review shall be available to members at the Association office.

Section 6: Bonding

Any member of the Association authorized to sign checks or to manage investments, and any other officer or staff member the Board may designate, shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Association.

Section 7: Budget and Finance Committee

The Budget and Finance Committee shall be composed of the Treasurer, the Assistant Treasurer and the Second Vice-President. The Executive Director shall serve as a non-voting member of the Budget and Finance Committee.

The Budget and Finance Committee shall oversee fund raising committees and properly account for gifts and memorials.

Section 8: Contracts

All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the following: President, Vice President(s), Secretary, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the corporation designated by the Board of Directors. Members of the Board may sign all contracts of the corporation and shall provide a copy of said contracts, leases, and deeds to the President within seven (7) days of the signing. (See Article XI, Section 9.)

Section 9: Expenditures Without Board Approval

Members of the Board and other Association members authorized by the Board of Directors may make expenditures without direct Board approval, subject to a dollar limit that shall be set by the Board.

ARTICLE XII

PROPERTY RIGHTS

Section 1: Property Rights

No member shall have any property rights in the assets of the Association.

Section 2: Dissolution

If the Association shall be dissolved by majority vote of the active members at a meeting called for that purpose, or, in the event of the sale, liquidation, dissolution or winding up of the Association, whether voluntary, involuntary, or by operation of law, the Board of Directors, after paying or making provision for the payment of all liabilities of the Association, shall transfer the assets of the Association to an educational, cultural, charitable or other non-profit organization or organizations operating in the city or county of York as they will determine, provided, however, that such organization or organizations are exempt public charitable organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code and are described in Section 509(a)(1), (2) or (3) of the Code. Should the Association fail in its task under this Article, the Court of Common Pleas in which the principal office of the Association shall be located at the time of the sale, liquidation, dissolution or winding up of the Association shall provide for the distribution of the net assets of the Association consistent herewith.

Whether during its existence or upon the sale, liquidation, dissolution or winding up the Association, no portion of the assets of the Association, including any surplus funds, shall inure to the benefit of any person, including any director or officer of the Association or any enterprise organized for profit. The Association shall have no authority to act and shall not act in contravention of its status of a Section 501(c) (3) public charity.

Section 3: Alteration

This Article shall not be altered or amended except by the written consent of all living persons who are or have been members of the corporation.

ARTICLE XIII

INDEMNIFICATION

Section 1: Mandatory Indemnification of Directors and Officers

The Association shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law) each Director or Officer (including each former Director or officer) of the Association who was or is made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or Officer is or was

an authorized representative of the Association, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or Officer in connection with such action, suit or proceeding.

Section 2: Mandatory Advancement of Expenses to Directors and Officers

The Association shall pay expenses (including attorney's fees) incurred by a Director or Officer of the Association referred to in the Article in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in the Article in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by the Association in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by the Association as provided by the Article.

Section 3: Permissive Indemnification and Advancement Expenses

The Association may, as determined by the Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such a person is or was an authorized representative of the Association, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Association may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in the Section in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association as provided in this Article.

Section 4: Scope of Indemnification

Indemnification under this Article shall not be made by the Association in any case where a court determines that the alleged act of failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 5: Miscellaneous

Each Director and Officer of the Association shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided

in the Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeks indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefits of the heirs, executors and administrators of such a person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnification liability arises or arose from any threatened, pending or completed action by or in the right of the Association. Any repeal or modification of this Article by the Board of the Association shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 6: Definition of Authorized Representative

For the purposes of this Article, the term, "authorized representative" shall mean a Director, Officer or employee of the Association or of any corporation controlled by the Association or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Association or by any corporation controlled by the Association, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Association and shall not include agents of the Association unless indemnification thereof is expressly approved by the Board.

ARTICLE XIV

AMENDMENTS

Section 1: Revisions

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the Association membership. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days before the meeting at which they are to be acted upon.

Signed, The Executive Committee of York Art Association

_____ PRESIDENT	_____ DATE
_____ VICE PRESIDENT	_____ DATE
_____ EXECUTIVE CHAIR	_____ DATE
_____ SECRETARY	_____ DATE
_____ TREASURER	_____ DATE