**STERLing Productions of Pennsylvania**

**Bylaws**

**Article 1**

**Introduction and Purpose**

**Section 1.1 – Name**

The name of this Corporation shall be Sterling Productions of Pennsylvania.

**Section 1.2 – Mission Statement**

To provide a welcoming space for all through the creation and exploration of the arts.

**Section 1.3 – Values**

We will uphold this mission through:

1. Diversity, Equity, and Inclusion: We believe that the arts are a home for anyone seeking one. Everyone should be accepted and respected for who they are.
2. Collaboration: The arts are not a solo endeavor. They are meant to be a shared experience. We value the ideas of all of our members and seek to create a space where all collaborators feel their voices are heard.
3. Creativity: Imagination and creative expression are at the forefront of our mission. Our artists should be celebrated for exploring and showcasing their craft.
4. Personal Development of Leadership Skills: The arts are the perfect place to develop skills that will last a lifetime. Our goal is to foster marketable skills such as a strong sense of self, discipline, empathy, and courage in all of our members.

**Article 2**

**Definitions**

**Section 2.1 – Corporation**

The “Corporation” and/or “Sterling Productions” shall mean Sterling Productions of Pennsylvania, its successors, and assigns.

**Section 2.2 – Board**

The “Board” shall mean the Board of Directors of the Corporation

**Article 3**

**Purposes, Objectives, and Governing Instruments**

**Section 3.1 – Charitable, Educational, and Scientific Purposes and Powers**

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law 501(c)(3). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

**Section 3.2 – Governing Instruments**

The Corporation shall be governed by its Articles of Incorporation and its currently adopted Bylaws. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, these Bylaws will be controlling.

**Section 3.3 – Nondiscrimination Policy**

The Corporation shall not practice or permit any unlawful discrimination on the basis of gender, age, race, color, sexual orientation, marital status, national origin, religion, political affiliation, physical handicap or disability, or any other basis prohibited by law.

**Section 3.4 – Limitations on Activities**

No part of the activities of the Corporation shall consist of attempting to influence existing or proposed legislation on a local, state, or national level, or participating in, or intervening in, any political campaign on behalf or in opposition to any candidate for public office, nor shall the Corporation operate a social club or conduct business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of the Bylaws, the Corporation shall not conduct any activity not permitted to be conducted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future federal tax law.

**Article 4**

**Meetings**

**Section 4.1 – Meeting Frequency**

The Board shall meet once a month. The date, time, and location of the following month’s meetings shall be determined at the end of the prior meeting and posted on the calendar. If circumstances beyond the control of the board make a scheduled meeting impossible, the board has the right to:

1. Continue with the meeting over a video conferencing application as long as access is available to the membership
2. Reschedule the meeting for a later date during the same month
3. Cancel via board vote or president decision (subject to reschedule when appropriate for all members)

Additional meetings may be called by the Board as deemed necessary.

**Section 4.2 – Quorum**

General meetings will qualify with a simple majority (half plus one) of board members present. However, should quorum not be present, a majority of the Board present may adjourn the meeting to another time and place.

**Article 5**

**Board of Directors**

**Section 5.1 – Powers and Duties**

Subject to the provisions of law, of the Certificate of Incorporation, and of the bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be legally exercised by the Corporation.

**Section 5.2 – Number of Directors**

The number of Directors of this corporation shall be at least five (5) and no more than eleven (11). If the number of Directors falls to less than 5, those vacancies should not remain open for a period of longer than six months.

**Section 5.3 – Board Composition**

The Executive Board of Directors shall consist of a:

1. President
2. Vice President, Artistic Integrity
3. Vice President, Administration
4. Vice President, Community Engagement
5. Vice President, Public Relations

Other members of the Board shall consist of a:

1. Treasurer
2. Outreach Coordinator

The Board may vote to add additional seats to the Board as needed. This decision would require an affirmative majority of the Board.

Board positions may be eliminated after a motion that declares the reasons for its elimination. Elimination requires a ⅔ majority vote and an approved plan for the distribution of duties.

**Section 5.4 – Voting**

Each Board Member shall have one vote. If there is a tie in any vote, the President shall have an additional vote to serve as the tie breaker.

**Section 5.5 – Resignation**

Any Board member may resign from office at any time by delivering resignation in writing to the Board of Directors, and the acceptance of the resignation shall not be necessary to make the resignation effective.

**Section 5.6 – Vacancies**

Any newly created Board member position and/or any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Board members in office at any Board of Directors meeting.

**Section 5.7 – Conflicts of Interest**

All Board members must disclose to the best of their knowledge all potential conflicts of interest as soon as they become aware of them and before any actions involving said conflict are taken. Remainder of the Board shall determine whether said conflict impedes the member’s ability to vote impartially. If so, the member must abstain from voting on any matters regarding said conflict.

**Article 6**

**Board Officer Duties and Powers**

**Section 6.1 – President**

The President shall:

1. Supervise all business of the Corporation
2. Preside at all meetings concerning the Corporation
3. Sign any instruments including mortgages, contracts, deeds, or other legal documents on behalf of Sterling Productions of Pennsylvania unless expressly delegated to another member of the Corporation by the Board of Directors
4. Work with the Treasurer to prepare an annual budget for the Corporation
5. The President is responsible for creating an agenda for monthly meetings and distributing it to the Vice President, Administration for distribution to the prior to each meeting
6. Have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board

**Section 6.2** – **Vice President, Artistic Integrity**

The Vice President, Artistic Integrity shall:

1. Uphold the Corporation’s values of diversity, equity, and inclusion
2. Review events and materials to make sure they align with the values and mission of the Corporation
3. Oversee committees in order to track status and integrity of events
4. Communicate problems to the board on behalf of committees
5. Act as primary mediator for production based matters and escalate to the Board if necessary

**Section 6.3 – Vice President, Administration**

The Vice President, Administration shall:

1. Take minutes at each meeting
2. Manage the organization calendar
3. Lead Board meetings if the president cannot attend
4. Relay treasurer reports if treasurer cannot attend meeting
5. Guide, collect, and manage proper documentation and clearances for all parties working with minors
	1. Required to be a mandated reporter; all board members are encouraged to be mandated reporters as well
6. File all documentation and assist president with legal and financial documentation
7. Organize and track necessary correspondence including but not limited to mail, email, or phone calls

**Section 6.4 – Vice President, Community Engagement**

The Vice President, Community Engagement shall:

1. Organize community events, fundraisers, and activities
2. Manage communication and partnerships with local organizations and businesses
3. Maintain and build relationships for sponsorship purposes
	1. Maintain a list of past and present sponsors
4. Keep organization up to date on the interests of the community
5. Apply for grants in partnership with Outreach Coordinator
6. Work with Vice President, Public Relations to secure and maintain, and acknowledge sponsors and partnerships

**Section 6.5 – Vice President, Public Relations**

The Vice President, Public Relations shall:

1. Manage and maintain website and social media pages
	* 1. Attend rehearsals and events consistently to record and photograph
2. Manage photo release forms for members
3. Oversee advertisements and marketing for upcoming events
4. Manage ticket sales for upcoming events
5. Work with Vice President, Community Engagement to secure and maintain, and acknowledge sponsors and partnerships

**Section 6.6 - Treasurer**

The Treasurer shall:

1. Facilitate the preparation of an annual budget
2. Prepare and present monthly financial report
3. Prepare and present annual financial report
4. Manage organization’s bank account

**Section 6.7 - Outreach Coordinator**

The Outreach Coordinator shall:

1. Apply for grants in partnership with Vice President, Community Engagement
2. Builds and maintains relationships with other nonprofits, school districts, and youth organizations
3. Advocates for needs of young members

**Article 7**

**Board Officer Election Process**

**Section 7 – Nominations**

When a Board vacancy occurs, the Vice President, Administration shall email all members the membership list which will indicate all members eligible to hold Board positions.

At the following month’s meeting all members may nominate eligible members for vacant Board positions. Nominations shall be made verbally during the meeting. Nominations shall include name and Board position the individual is being nominated for.

An eligible member is defined as:

1. An individual who lives within the Commonwealth, preferably within the Capital Area
2. An individual over the age of 18, with proper clearances
3. A participating member of Sterling Productions, or the guardian of
4. An individual who embodies the organization’s values and mission

Prior to the following meeting, the Vice President, Administration shall contact all nominees by email to determine if they do, in fact, wish to serve on the Board. If they indicate that they do, their names will be recorded on the ballot of officers for that meeting.

**Section 7.2 – Elections**

During the meeting following nominations, the ballot of officers will be presented for a vote by Executive Board members. A vote will be held by show of hands for each candidate with the Vice President, Administration recording the results. Officers will be elected by a simple affirmative majority vote by a show of hands. In the case of a tie the vote will be held again until a clear majority affirmative vote is reached.

**Section 7.3 – Board Assumption of Power**

The newly elected Board of Directors shall assume their positions at the meeting immediately following election.

**Article 8**

**Bylaws**

**Section 8.1 – Effective Date**

Bylaws shall become effective upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption.

**Section 8.2 – Proposed Amendments**

Proposed amendments to the bylaws must be submitted to the Board and approved at the December meeting by a majority of affirmative votes from the members voting.

**Section 8.3 – Annual Review**

The Board shall annually review the bylaws and recommend amendments to the bylaws as needed. Such amendments shall be placed on the agenda of the December meeting and shall be adopted upon receiving a majority of affirmative votes from the members voting.

**Section 8.4 – Records**

The original or a copy of the bylaws as amended or otherwise altered to date, certified by the Vice President, Administration shall be recorded, kept by the Vice President, Administration, and available to members when requested.

Amended bylaws will be registered with the State as required by law.

**Article 9**

**Administrative and Financial Provisions**

**Section 9.1 – Fiscal Year**

The Corporation shall operate on a fiscal year beginning January 1st and ending December 31st.

**Section 9.2 – Records**

The Corporation shall keep complete records of accounts and minutes of all meetings of the Board of Directors. The minutes of all meetings shall be available for inspection by anyone at any reasonable time.

**Section 9.3 – Records Retention**

All documents shall be retained for, at minimum, five (5) years. Documents will be saved electronically when possible.

**Section 9.4 – Compensation**

No loans shall be made by the Corporation to any Director or Officer of the Corporation. No part of the net earnings of the organization shall benefit its directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the express purposes of the organization.

**Article 10**

**Dissolving of the Corporation**

In the event that the Board of Directors determines for any reason to dissolve the Corporation, any residual assets, after provision for paying all obligations, shall be transferred to a 501 (C)(3) organization or a similar or successor organization.