



BY-LAWS
of
Performing Arts of Woodstock, Inc.

as passed by the Board of Directors on
February 22, 1965.

Revised on November 9, 1986

Revised on October 1, 2014, and

Approved by the membership

October 21, 2014

ARTICLE I Name

The name of this organization shall be Performing Arts of Woodstock, Inc.

The organization may at its pleasure by a unanimous vote of the membership change its name.

ARTICLE II Purposes and Powers

2.01 Purpose

Performing Arts of Woodstock shall be a non-profit membership organization organized for the following purposes: To promote creativity and expression through the performing arts, which shall include drama, dance, music, and any other form of expression or performance before an audience, and to such end:

- 1) To conduct classes and workshops for training and study in these arts available to all, including teenaged youths and children, and particularly to non-professional adult residents of the Town of Woodstock, Ulster County, New York;
- 2) To institute and present public programs in the performing arts;
- 3) To further creative expression in the performing arts, in both traditional and experimental forms, and to encourage experimentation in new forms;
- 4) To acquire real property, land and buildings, to be used as a center offering the facilities necessary to carry out the foregoing purposes;

- 5) To become an integral and vital part of the cultural life of the community of Woodstock, and to promote the performing arts in all ways beneficial to the residents of this area. Provided, no substantial part of its activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

- (a) Nonprofit Legal Status. Performing Arts of Woodstock is a New York non-profit membership corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of Performing Arts of Woodstock, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Performing Arts of Woodstock hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Performing Arts of Woodstock, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Performing Arts of Woodstock, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

ARTICLE III Membership and Dues

3.01 Membership Qualification

Membership in this organization shall be open to all who exhibit interest in the performing arts and desire to become members.

3.02 Membership Classes/Voting

There shall be the following classifications of membership in accordance with the amount of dues the individual elects to pay: Student/Senior, Single, Couple, Student/Senior Couple, Patron, Angel, and Life.

Members of all classifications, who have paid their dues at least sixty days before the membership and election meeting held every two years, shall hold voting privileges at such a meeting. Members shall hold voting privileges before any special meetings if they have paid their dues at least sixty days before such special meetings.

3.03 Dues

Dues shall be payable at any time during the calendar year, but membership shall expire on August 31 each year, excepting Life membership. However, paid members of any one year are eligible to vote at any membership and election meeting held the fall after that year.

The Board of Directors shall determine the amount of the dues and the extent of privileges (such as free tickets) for the various classifications of membership.

The certificates of membership and the rights and privileges of a member shall not be assignable.

3.04 Removal of Members

Any member whose conduct shall in the opinion of the Board of Directors be considered detrimental to the afore-stated purposes of this organization may be expelled from membership by a vote of two-thirds of the Board of Directors, after due notice to such member and the giving to him/her of an opportunity to be heard.

ARTICLE IV Membership Meetings

4.01 Frequency of Membership Meetings

A membership and election meeting of this organization shall be held during the fall every two years on a date to be announced by the Board of Directors. Every member in good standing shall be mailed a notice telling of the time and place of such a meeting at least fourteen days prior to the meeting.

4.02 Quorums

The presence in person or by proxy of not less than one quarter of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting.

4.03 Special Membership Meetings

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such a meeting shall be mailed to all members at least ten days before the date set for such a special meeting. The notice shall state the reasons that such a meeting has been called, the business to be transacted at such meeting, and by whom called.

At the request of any one member of the Board of Directors, with the approval of the majority of the remaining members of the Board of Directors, or at the request of a majority of the members of the organization, the president shall cause a special meeting to be called, but such request must be made in writing at least twenty days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V Voting

5.01 Methods of Voting

At all meetings of this organization, except for the election of president and directors, all votes shall be *viva voce*. Any question may be put to a vote by a motion duly made and seconded. For the election of president and directors, ballots shall be provided by mail with the notice to the membership and election meeting to all members in good standing; ballots not returned shall be interpreted as votes for the slate.

At any meeting, if a majority so requires, any question may be voted upon by ballot.

5.02 Inspectors

At all votes by ballot, the chairperson of such meeting shall prior to the balloting appoint a committee of three who shall act as "inspectors of election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results, and the certified copy shall be affixed to the minutes of that meeting.

No "inspector of election" shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI Order of Business

- 1) Roll call
- 2) Reports of officers
- 3) Reading of the minutes of the previous meeting
- 4) Reports of committees

- 5) Old and unfinished business
- 6) New business
- 7) Adjournment

ARTICLE VII Board of Directors

7.01 Number of Directors

The business of this organization shall be managed by a Board of Directors consisting of not less than four nor more than nine members, including the officers of this organization. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

7.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Performing Arts of Woodstock shall be managed under the direction of the board, except as otherwise provided by law. The Board of Directors shall only act in the name of the organization when it shall be regularly convened after due notice to all directors of such meeting.

7.03 Qualifications and Election of Directors

All directors must be dues-paid members of this organization. The directors shall be residents of the State of New York, and at least one shall be a resident of Woodstock.

7.04 Terms/Election of Officers

The directors shall be chosen by ballot at the membership and election meeting every two years; they shall each serve for a term of two years. A president shall be chosen, and not more than three nor more than eight additional directors. The remaining officers shall be chosen by the directors among themselves at the first meeting of the Board of Directors following the membership and election meeting.

7.05 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with New York law.

7.06 Manner of Acting.

The Board of Directors may make such rules and regulations covering its meetings as it may determine necessary.

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, 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. Each director shall have one vote and such voting may not be done by proxy.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

7.07 Vacancies

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

7.08 Removal of Directors

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may consider necessary for such hearing.

ARTICLE VIII Officers

The officers of the organization shall be President, Vice President, Secretary, and Treasurer.

8.01 The President

- 1) Must have served on the Board of Directors for at least six months before being elected.
- 2) Shall preside at all meetings.
- 3) Shall be chairperson of the Board of Directors.
- 4) Shall present at each membership and election meeting of the organization a report of the work of the organization.

- 5) Shall appoint all committees, temporary and permanent.
- 6) Shall see that all books, reports, and certificates as required by law are properly kept or filed.
- 7) Shall be one of the officers who may sign checks.
- 8) Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

8.02 The Vice President

shall in the event of the absence or inability of the President to exercise that office become acting President of the organization with all the rights, privileges, and powers as if he/she had been duly-elected President.

8.03 The Secretary

- 1) Shall keep the minutes and records of the organization in appropriate books.
- 2) Shall file any certificate required by any statute, federal or state.
- 3) Shall give and serve all notices to members of this organization.
- 4) Shall be the official custodian of the records of this organization.
- 5) May be one of the officers required to sign checks.
- 6) Shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.
- 7) Shall attend to all correspondence of the organization.
- 8) Shall exercise all duties incident to the office of Secretary.

8.04 The Treasurer

- 1) Shall have the care and custody of all monies belonging to the organization, and shall be solely responsible for such monies.
- 2) Shall cause to be deposited in a regular business bank, trust company, or savings bank the funds of the organization, except that the Board of Directors may cause such funds to be invested in such investments as they deem beneficial to the organization.
- 3) Must be one of the officers who signs checks. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- 4) Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be affixed to the minutes of such meeting.

5) Shall exercise all duties incident to the office of Treasurer.

8.05 Compensation

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they may determine to be necessary in the conduct of the business of the organization.

ARTICLE X Committees

The Board of Directors may establish and appoint such committees from time to time as it shall deem for the best interests of the organization and to carry out its purposes.

A majority of any such committee shall constitute a quorum for the transaction of any business. The president shall have the power to fill vacancies in the membership of any committee and may remove any member of the committee at any time.

The Board of Directors may from time to time elect a Board of Advisors. It shall be the purpose and function of said advisors to provide technical and financial advice and aid in furtherance of the purposes of the organization.

ARTICLE XI Contracts, Checks, Loans, Indemnification and Related Matters

11.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

11.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

11.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

11.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

11.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New York Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE XII Miscellaneous

12.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

12.02 Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 31 of the next year.

12.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

12.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Performing Arts of Woodstock not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XIII Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Performing Arts of Woodstock shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Performing Arts of Woodstock willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Performing Arts of Woodstock shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XIV Document Retention Policy

14.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Performing Arts of Woodstock records.

14.02 Policy

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Performing Arts of Woodstock may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents.

Performing Arts of Woodstock expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Performing Arts of Woodstock informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i)** derives independent economic value from the secrecy of the information; and
- (ii)** has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail.

E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XV Transparency and Accountability / Disclosure of Financial Information With the General Public

15.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Performing Arts of Woodstock practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

15.02 Financial and IRS documents (The form 1023 and the form 990)

Performing Arts of Woodstock shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

15.03 Means and Conditions of Disclosure

Performing Arts of Woodstock shall make “Widely Available” the aforementioned documents on its internet website <http://www.performingartsofwoodstock.org> to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Performing Arts of Woodstock shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Performing Arts of Woodstock shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

15.04 IRS Annual Information Returns (Form 990)

Performing Arts of Woodstock shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is

required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

15.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

15.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

15.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that:
- (d) donor records shall be made available to the board when requested.

ARTICLE XVI Codes of Ethics and Whistleblower Policy

16.01 Purpose

Performing Arts of Woodstock requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Performing Arts of Woodstock to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the

corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

16.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Performing Arts of Woodstock is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

16.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

16.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Performing Arts of Woodstock and provides the Performing Arts of Woodstock with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Performing Arts of Woodstock shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Performing Arts of Woodstock or of another individual or entity with whom Performing Arts of Woodstock has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Performing Arts of Woodstock shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Performing Arts of Woodstock that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

16.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

16.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XVII Amendments

17.01 Bylaw Amendments

These Bylaws may be amended, altered, repealed, or restated by an affirmative vote of not less than one-third of the membership, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

17.02 Articles of Incorporation Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the members.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Performing Arts of Woodstock were approved by the Performing Arts of Woodstock's membership on October 21, 2014 and constitute a complete copy of the Bylaws of the corporation.

Secretary



Date: October 21, 2014