

CONSTITUTION

Of the

Centralia Cultural Society

Article I

NAME

The name of the corporation shall be the CENTRALIA CULTURAL SOCIETY.

Article II

PURPOSE

The purpose of the Centralia Cultural Society shall be exclusively charitable and in furtherance thereof, to promote, encourage, sustain and give material support and direction to the artistic and cultural life within the Centralia area, insofar as within the meaning of Section 501(c) (3) of the Internal Revenue Code 1954, as amended; provided, however, that no part of its net earnings will inure to the pecuniary benefit of private members or individuals and further provide that it will not, as a substantial part of such activities participate to any extent in a political campaign for or against any candidate for public office.

It is contemplated that, within such limitations, the Society shall foster and support, materially and otherwise, participating groups in the arts and other cultural activities; shall arrange programs, concerts and public performances for which it shall meet part or all of the expense incidental thereto, and from which it shall receive any and all revenue produced; and shall serve as a coordinating agency between the several participating groups of the area in matters of programming and promotion. The Society reserves and shall have the right to determine the nature and extent of support to be given any group or activity within said area.

Article III

MEMBERSHIP

Membership in the Society shall be open to individuals, organizations, businesses, Corporations and any other entities on such terms as the Board of Directors may from time to time prescribe. The membership shall be divided in to such classes as are provided in the By-Laws from time to time made and adopted.

Article IV

BOARD OF DIRECTORS

1. The governing body of the Society shall be the Board of Directors. The Boars of Directors shall adopt and amend By-Laws from time to time as may be deemed by the Board of Directors to be necessary to achieve the purpose herein stated and to conduct business in an orderly manner including but not limited to establishing committees and establishing an executive Board and any and all duties and limitations to be performed thereby.

2. The Board of directors shall be composed of an equal number of members elected from each participating group of the Society that is recognized in the By-Laws of the Society and presiding officer of each participating group along with a certain number of members of any participating group along with a certain number of members elected from the general public that are not members of any participating group recognized in the By-Laws of the Society, but they must be members of the corporation; provided , that whenever a member of the Board who is already a representative of a participating group shall be elected as presiding officer of the participating group, the person so elected as presiding officer shall become an ex-officio member of the Board and that group shall be entitled to fill the unexpired term of the person elected as such presiding officer with another representative. The number of each of the above classes that may be elected shall be established that may be elected shall be established by and amended thereon being that at all times the number of board members elected and the presiding officers of each recognized participating group shall exceed the number of directors-at -large.

3. The term of the elected members of the Board of Directors shall be two years, and the terms shall be staggered so that one-half of the members of the Board retire annually. The ex-officio members of the board shall serve during the term for which they hold office in their participating group.

4. The representatives of the participating groups recognized in the By-laws from time to time as amended, shall be elected by the membership at the annual meeting, upon nomination either by a nominating committee appointed by the Board of Directors,, or by any member in good standing of the Society,

5. A director may succeed himself in office twice, but after a third, term may not be eligible for election for a period of one year.

6. Vacancies within the Board of Directors of any participating group shall be filled by that group; vacancies among public directors shall be filled by the Board of Directors until the next annual meeting of the Society and at said time, a member shall be elected for the remaining unexpired term of the director to be replaced.

Article V **OFFICERS**

1. The officers shall consist of a President, one or more Vice-Presidents as stated in the By-Laws from time to time as amended, a Secretary, and a Treasurer.

2. The officers shall be elected annually by the Board of Directors from among its members, except that the Secretary and treasurer need not be members of the Board of Directors but must be members of the Society.

3. An officer may succeed himself in office twice, but after a third, term may not be eligible for election to the same office for a period of one year.

4. The duties of the officers shall be as follows:

A. The President shall preside at all meetings of the Society and of the Board of Directors; he shall, with the approval of the Board of Directors, appoint all committees and be an ex-officio member of all committees; And shall perform all duties as generally pertain to the office of President and that are necessary to further the purpose of the Society.

B. The Vice-President shall perform the duties of the President in his absence, and such other duties as may from time to time be prescribed by the Board of Directors. If there is more than one Vice-President, the order of precedence shall be prescribed by the Board of Directors.

C. The Secretary shall maintain a roster of all members of the Society; and shall keep a record and transcript of the proceedings of all meetings of the Society and of the Board of Directors; and shall give notice of all regular and special meetings of the Society and the Board of Directors; and shall perform such other duties as generally pertain to the office of Secretary.

D. The Treasurer shall give bond at the expense of the Society, in an amount deemed adequate by the Board of Directors from time to time as amended; and shall render a report of all funds received, disbursed, and in his custody and control at each meeting of the Board of Directors and at the annual meeting of the Society; and shall perform such other duties as generally pertain to the Office of Treasurer.

Article VI **MEETINGS**

1. The annual meeting of the Society shall be held in November at a time and place determined by the Board of Directors. Notice of the meeting shall be given by publication in a newspaper of general circulation in Centralia at least ten days prior to the date of meeting and by announcements made in regular meetings of the participating groups. Special meetings may be called by the Board of Directors, or by a certain number of members of the Society in good standing as from time to time established within the By-Laws, and notice of such meeting, together with notice of the purpose for which it is called, shall be given in the same manner as notice of the annual meeting.

2. A quorum at meeting of the membership shall be a certain percent of the members in good standing or a specific number of members as set forth from time to time in the By-Laws as amended.

3. The Board of Directors of the Society shall hold an organizational meeting within one week after the annual meeting of the membership each year, and said meeting can be held on the same night of the annual meeting or at any time within one week thereof. Other meetings of the Board of Directors shall be held at such times and places as may be provided from time to time in the By-Laws amended.

Article VII
DISSOLUTION

Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or entity under Section 501 (c) (3) of the Internal revenue Code 1954 as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit Court of the Marion, the County in which the principal office of the Society is then located, exclusively for such purposes or to such organizations or entities as said Court shall determine which are organized and operated for the purposes stated in this paragraph.

Article VIII
AMENDMENT

This Constitution may be amended at any annual meeting of the Society, or at a special meeting called for that purpose, provided notice of the substance of the proposed amendment has been given to the membership in the same manner as notice of an annual meeting. The vote required for the adoption of an amendment shall be two-thirds of those present at the meeting.