

BY-LAWS
Arts Council of Greater Lansing, Inc.

Revised and Adopted by Board of Directors: March 26, 2014

ARTICLE I: NAME AND PURPOSE

Section 1.1 Name & Mission. The Arts Council of Greater Lansing exists to lead, advocate for, and advance arts and culture in the Capital region.

Section 1.2 Purpose. The Arts Council of Greater Lansing is organized as a directorship on a non-stock basis exclusively for charitable purposes within the meaning of section 501(c)(3) of the Code as a nonprofit corporation.

ARTICLE II: LOCATION

Section 2.1 Principal Office. The principal office of the Corporation will be in Lansing, Michigan, unless changed by the Board of Directors. The Corporation may also have offices at such other places as may be designated by the Board of Directors.

ARTICLE III: MEMBERSHIP

Section 3.1 Members. Membership in the Corporation will be open to arts and cultural organizations, arts educators, individual artists, and other organizations, persons or entities, public or private. There will be no limit to the number of members. The Board of Directors of the Corporation will determine procedures for membership admission, retention, and termination. Members of the Corporation will have no voting rights.

Section 3.2 Membership Dues. Membership will commence upon the payment of required dues and will be for a period of one year (based on the calendar year). The Board of Directors will set the annual dues for all classes of members of the Corporation from time to time. Dues will be paid annually and will be non-refundable.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Corporation will be managed by its Board of Directors.

Section 4.2 Nomination and Election. Candidates for election to the Board of Directors will be recommended by the Board Development Committee at least one month prior to the annual meeting. The Board of Directors of the Corporation will be elected at the annual meeting. Duly elected board members will begin serving their terms of office at the next regular meeting of the Board of Directors.

Section 4.3 Responsibilities of the Board of Directors. In addition to any other responsibilities of the Board of Directors and Officers under Michigan law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors will have the following specific obligations and responsibilities:

- a. Establish and approve policies governing the day-to-day operations of the Corporation.
- b. Establish practices and procedures to assure funds are properly received by the Corporation and are disbursed or utilized for the purposes for which they are received. The Board of Directors will require a regular accounting of all funds held and disbursed by the Corporation.
- c. Recruit, select, evaluate and replace the Executive Director. It will fix the terms of the compensation, benefits, duties, and responsibilities of the Executive Director in accordance with a personnel policy approved by the Board of Directors.
- d. Each Director is expected to make an annual individual personal contribution to the Corporation, and play a significant role in the Corporation's fundraising activities.
- e. Each Director is expected to serve on committees of the board, regularly attend board meetings, and regularly attend Arts Council events.

Section 4.4 Number and Term of Directors. The Board of Directors will have no less than thirteen and not more than eighteen Directors. The term of office for each Director will be three years-or as designated by the Board of Directors in order to keep the terms appropriately staggered. Each Director is limited to a total of three consecutive three-year terms.

Section 4.5 Meetings of the Board.

- a. **Annual Meeting.** The annual meeting will be held in September of each year at a time and place designated by the Board of Directors. The purpose of the annual meeting is to review the accomplishments and challenges of the previous fiscal year, to elect Directors and Officers, and to transact such other business that may come before the Board. Notice of the annual meeting will be mailed, faxed or emailed to each Director by the Secretary, or designated representative, at least seven days prior to the date of the meeting.
- b. **Regular Meetings.** The Board of Directors will hold at least six regular meetings each year. Notice of regular meetings of the Board of Directors will be mailed, faxed or emailed to each Director by the Secretary, or designated representative, at least seven days prior to the date of the meeting.
- c. **Special Meetings.** Special meetings of the Board of Directors will be held upon the call of the President, or will be called when requested in writing by three Directors of the Board. The Secretary, or designated representative, will notify Directors of the Board at least three days prior to the day of any special meeting. The notice will be mailed, faxed or emailed and set forth the purpose of such meeting.

Section 4.6 Waiver. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7 Quorum. A majority of the Directors of the Board then in office constitutes quorum for the transaction of business at a board meeting.

Section 4.8 Alternative meeting format. A Director may participate in a meeting by conference telephone, or by similar communications equipment, which all persons participating in the meeting can communicate with one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 4.9 Voting.

- a. **In person.** A vote of the majority of Directors present at a board meeting at which a quorum is present constitutes the action of the Board. Each Director will have one vote. No proxy voting is allowed.
- b. **Electronic Voting.** Voting by electronic means, such as by email, is permissible unless the Board of Directors or state or federal law designates otherwise. The action item must be stated clearly within the email and a date by which all votes must be cast included. A vote of the majority of Directors then in office constitutes the action of the Board. Each Director will have one vote. No proxy voting is allowed. All actions taken and a list of all members voting must be transcribed and available at the next regularly scheduled meeting.

Section 4.10 Vacancies. Vacancies in the Board of Directors will be filled upon recommendation of the Board Development Committee and approved by the Board of Directors, and each person so elected will begin a three year term of office retroactive to the fiscal year start date.

Section 4.11 Removal. A Director may be removed, with or without cause, by a vote of a majority of the Directors. Any Director proposed to be removed by the Board will be entitled to seven (7) days written notice and to an opportunity to appear before and be heard by the Board of Directors at such meeting.

Section 4.12 Resignation of Directors. Any Director may resign from the Corporation by delivering a written resignation by mail, fax, or electronically to the Executive Director, President or Secretary of the Corporation.

Section 4.13 Meeting Attendance. Any Director who fails to attend three (3) board meetings without being excused by the President and/or the Executive Director will be deemed to have resigned. Said failure of attendance will be confirmed by a vote of the Directors and said absentee Director will be sent a written confirmation of his or her resignation.

Section 4.14 Compensation of Directors. Directors will not receive any compensation for their Board service nor will have any title to or interest in the corporate property or earnings of the Corporation. No part of the net earnings of the Corporation will inure to the benefit of any Director, Officer or individual.

Section 4.15 Interest in Transactions. No Officer or Director may have a personal interest, directly or indirectly, in any grant, loan, or other transaction relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to it, unless the transaction is authorized by a majority of the Board of Directors present and the fact and nature of the interest is fully disclosed to the Directors present at the meeting at which the transaction is authorized. The interested Director may not vote on the question.

ARTICLE V: OFFICERS

Section 5.1 Positions. The Officers of the Corporation will be the President, Vice President, Secretary and Treasurer.

Section 5.2 Nomination and Election. Officers will be recommended by the Board Development Committee at least one month prior to the annual meeting. The Officers of the Corporation will be elected at the annual meeting. Duly elected Officers will begin serving their term of office at the next regular meeting of the Board of Directors.

Section 5.3 Terms of Office. Officers will hold office for one year terms and until or her successor is elected or appointed, or until his or her resignation or removal.

Section 5.4 Vacancies. In case any office of the corporation becomes vacant, the Board of Directors may elect an Officer to fill such vacancy upon recommendation of the Board Development Committee by an affirmative vote of the majority of the Board at a regular meeting at which a quorum is present.

Section 5.5 Removal. An Officer elected or appointed by the Board may be removed, with or without cause, by a vote of a majority of the Directors. Any Officer proposed to be removed by the Board will be entitled to seven days written notice and to an opportunity to appear before and be heard by the Board of Directors at such meeting.

Section 5.6 Resignation of Officers. Any Officer may resign from the Corporation by delivering a written resignation by mail, fax, or electronically to the Executive Director, President or Secretary of the Corporation.

Section 5.7 Duties of Officers.

- a. **President.** The President will be the chief presiding officer of the Corporation and will preside at all Board meetings of the Corporation. The President will serve as an ex-officio member of all committees except for the Board Development Committee. The President will chair the Executive Committee, appoint other committees or task forces, and will assign their duties as necessary. The President will also serve other duties as determined by the Board of Directors in order to carry out the purpose, mission, and objectives of the Corporation.
- b. **Vice President.** The Vice President will be the chief presiding officer at any meetings in which the President will be absent. The Vice President will assist the President in overseeing the work of the committees and task forces of the Corporation. The Vice President will perform all tasks

assigned by the President or as determined by the Board of Directors in order to carry out the purpose, mission, and objectives of the Corporation.

c. Secretary. The Secretary will sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. The Secretary will record and transcribe accurately and fully the minutes of all meetings of the Corporation; will preserve such minutes in an appropriate book or folder used specifically for such purpose; will allow these minutes to be open for inspection as prescribed by law; will make available copies of such minutes at reasonable times and places; and will report the proceedings of any meetings he or she has records of at any regular meetings of the Corporation. The Secretary may delegate any of the duties, powers, and authorities of the Secretary to another person, including the duty to attend meetings and to record votes and minutes, unless the delegation is disapproved by the Board of Directors.

d. Treasurer. The Treasurer will have the responsibility for the funds and securities of the Corporation; will ensure the depositing of all moneys and other valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors. The Treasurer will ensure the disbursements for budgeted items up to a dollar limit determined by the Board of Directors, in payment of normal and routine bills of the Corporation. Payment of any sum in excess of said limit will be only upon authorization of the Board of Directors. The Treasurer will ensure the keeping of full and accurate accounts of all financial transactions of the Corporation; will make such records available upon reasonable demand and by preparing a financial report once a month. The Treasurer may delegate any of the duties, powers, and authorities of the Treasurer to another person, unless the delegation is disapproved by the Board of Directors.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 6.1 Executive Director. The Board shall select and employ a competent, experienced administrator who shall be its executive director in the management of the corporation. The Board shall delegate to the executive director the necessary authority and responsibility for the administration of the Arts Council and its activities, subject to policies adopted and orders issued by the Board.

ARTICLE VII: COMMITTEES

Section 7.1 Committees. The President, with approval by the Board of Directors, may annually designate standing, ad-hoc, task force driven, honorary or advisory committees to assist with setting policy, administering and staffing a function, or performing other duties that serve the purpose, mission and objectives of the Corporation. Such committees will advise matters as designated by the President or the Board of Directors. Each committee may, subject to the approval of the President, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any committee will not receive any salary for

their services as such. Standing Committees of the Corporation will include the following:

- a. **Executive Committee.** Except as restricted by law, or by action of the Board of Directors, the Executive Committee of the Board may exercise any powers and authority of the Board in the management of the business affairs of the Corporation during the period between Board meetings. Pursuant to Michigan law, the Executive Committee will not have the power or authority to amend the Corporation's Articles of Incorporation; adopt an agreement of merger or consolidation; amend the Bylaws of the Corporation; or fill vacancies of the Board. The committee shall be chaired by the President and shall include the officers of the corporation.
- b. **Board Development Committee.** The Board Development Committee will be responsible to recruit and recommend to the Board candidates for committees, the Board of Directors, and for election as Board Officers. The committee will also be responsible for the conducting the annual Board orientation. The committee will be chaired by a member of the Board of Directors.
- c. **Finance Committee.** The Finance Committee will be responsible for providing oversight on budget, fiscal management, investments, and fiscal policies for the Corporation. The committee will be chaired by the Treasurer.
- d. **Fund Development Committee.** The Fund Development Committee will be responsible for all external issues involved with fundraising and ensuring that the Corporation has the funds and resources necessary to implement the purpose, mission and objectives of the Corporation. The committee will be chaired by a member of the Board of Directors.
- e. **Arts and Programming Committee.** The Arts and Programming committee will be responsible for advising the staff and Board of Directors on all public art projects, activities and programs that serve the purpose, mission and objectives of the Corporation. The committee will be chaired by a member of the Board of Directors.
- f. **Advocacy Committee.** The Advocacy Committee will be responsible for advising the staff and Board of Directors on all public relations and advocacy activities that serve the purpose, mission and objectives of the Corporation. The committee will be chaired by a member of the Board of Directors.

Section 7.2 Committee Membership. Committees will consist of at least three committee members, at least two of whom shall be members of the Board of Directors. Each committee will be led by a chairperson designated by the President unless specifically referred to in these bylaws. Persons who are not Directors or Officers may join a committee and will be full voting members of the committee as approved by the Executive Committee or Board of Directors. Each committee will have powers as determined by the President that best serve the purpose, mission and objectives of the

Corporation. Committees and their membership will be determined annually by the President, with approval by the Board of Directors, at the start of the fiscal year. A member of the management staff of the corporation shall be a member on each committee.

Section 7.3 Committee Meetings. Committees shall meet on the call of their representative chairs or in the event of their absence or inability to act, on the call of the President of the Board of Directors or the Executive Director. Each committee shall determine and schedule the number of regular meetings it will hold each year. Each committee will report their recommended actions to the Board at regularly scheduled Board meetings.

Section 7.4 Quorum. A majority of the committee members present at a meeting constitutes a quorum.

Section 7.5 Voting.

- a. **In person.** A vote of the majority of the committee members present at a meeting constitutes the action of the committee. Each committee member will have one vote. No proxy voting is allowed.
- b. **Electronic Voting.** Voting by electronic mean such as by email, is permissible unless the Board of Directors or state or federal law designates otherwise. The committee chairman or designee must clearly state the action item within the email and include a date by which all votes must be cast. A vote of the majority of committee members then in office constitutes the action of the committee. Each committee member will have one vote. No proxy voting is allowed.

Section 7.6 Alternative meeting format. A committee member may participate in a meeting by conference telephone, or by similar communications equipment, which all persons participating in the meeting can communicate with one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VIII: FISCAL YEAR AND FINANCES

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be October 1 of each year through September 30 of the following year.

Section 8.2 Finances. The Board of Directors is authorized to select such banks or depositories as it shall deem proper to ensure the safety of the funds of the corporation. The board shall determine who, if anyone, in addition to the Executive Director, Treasurer and President shall be authorized from time to time on the corporation's behalf to sign checks, drafts and money orders for the payment of money, acceptances, notes and other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All persons having access to the monetary assets of the corporation shall be bonded for such purposes. The Directors will see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept and financial policies established to maintain the highest professional standards in the operations.

Section 8.3 Audit. An audit of the corporation accounts shall be performed annually at the end of the fiscal year by a certified public accountant. The annual audit will be presented to the Board of Directors for approval and placed on file with the State of Michigan.

ARTICLE IX: EQUAL OPPORTUNITY POLICY STATEMENT

Section 9.1 Equal Opportunity in Provision of Services. The Corporation stands on the basic principle that the arts can be shared by all citizens provided that the arts experience is free of barriers.

No person will on the grounds of age, sex, religion, race, color, creed, sexual orientation, or national origin, be subject to discrimination or be excluded from participating in or denied benefits of any program or activity.

No individual with a disability will, solely by reason of that disability, be subject to discrimination or be excluded from participating in or denied benefits of any program or activity.

Section 9.2 Equal Opportunity Employment. The Corporation will endeavor to ensure a reasonable level of representation of minority groups and women in all levels of the work force, and equal opportunity to participate in, and enjoy the benefits of all programs and activities without regard to age, sex, religion, race, color, creed, sexual orientation, or national origin.

No person will on the grounds of age, sex, religion, race, color, creed, sexual orientation, or national origin, will be excluded from participating in employment.

No individual with a disability will, solely by reason of that disability, be subject to discrimination or be excluded from participating in employment.

ARTICLE X: RULES OF ORDER

Section 10.1 Rules of Order. All regular, special and annual meetings of the Corporation will be conducted in accordance with the most current edition of Robert's Rules of Order, except where in conflict with Michigan law, or the Corporation's Bylaws or Articles of Incorporation.

ARTICLE XI: AMENDMENT

Section 11.1 Amendment. These Bylaws may be altered, repealed or amended in whole or in part by the affirmative vote of a majority of the Board of Directors then in office at any regular, special or annual meeting, except that no such action shall be taken in a manner inconsistent with or adverse to the corporations tax exempt status. Written notice of the proposed bylaw amendments will be provided along with notice of the meeting at least thirty (30) days in advance of the meeting in which the amendment is proposed.

ARTICLE XII: INDEMNIFICATION, INSURANCE AND LIABILITY

Section 12.1 Indemnification. Each person who is or was a Director, Officer, member, employee, or member of a committee of the Corporation and each person who serves or has served at the request of the Corporation as a Director, Officer, member, employee, partner or agent of any other corporation, partnership, joint venture, trust, or other enterprise will be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time; provided however, that the preceding will not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Code.

Section 12.2 Insurance. The Corporation must purchase and maintain insurance on behalf of any such person outlined in Section 16.1 of these Bylaws against any liability asserted against and will be incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the preceding Section.

Section 12.3 Liability of Volunteer Directors. A volunteer director will not be personally liable to the Corporation or its members, shareholders or other Directors of the Corporation for the monetary damages for a breach of the Director's fiduciary duty as a Director under the Michigan Nonprofit Corporation Act, the Uniform Management of Institutional Funds Act and other applicable laws, each as amended from time to time and all successor laws thereto, except for liability:

- a. For any breach of the Director's duty of loyalty to the Corporation or its members, shareholders or other Directors of the corporation;
- b. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. For any violation of section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act");
- d. For any transaction from which the Director derived an improper personal benefit;
- e. For any act or omission occurring before the date these Bylaws are approved.

For purposes of this Section, a volunteer director will have the same meaning as set forth in the Act.

The Corporation assumes liability to any person, other than the corporation or its members or other volunteer directors of the corporation for all acts or omissions of a volunteer director constituting a breach of the director's fiduciary duty as a director occurring on or after the date this section is approved, incurred in the good faith performance of the director's duties.

In the event the Act is amended after approval by the directors of this by-law, to authorize corporate action further eliminating or limiting the personal liability of directors,

then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification, or adoption of any provision in these By-Laws inconsistent with this article will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, modification, or adoption.

ARTICLE XIII: DISSOLUTION

Section 13.1 Procedure for Dissolution. The Corporation may be dissolved pursuant to the statutes of the State of Michigan then in effect.

Section 13.2 Distribution of Assets. In the event of dissolution, all assets of the Corporation after the payment of debts and liabilities, will be distributed to such organizations which are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and pursuant to the statutes of the State of Michigan then in effect.