

# THE GAYLORD AREA COUNCIL FOR THE ARTS BY-LAWS

*The mission of the Gaylord Area Council for the Arts is to nurture and promote a creative community by facilitating, sharing and encouraging individual expression through the arts.*

## **ARTICLE I. NAME**

1.1 Name The legal name of this 501(c) 3 non-profit corporation shall be known as THE GAYLORD AREA COUNCIL FOR THE ARTS, Also known as, "Gaylord Arts," and "The Creative Pursuit."

1.2 Registered Office The registered office of the corporation shall be located at 125 E. Main St., Gaylord, MI 49735 or at such other place as may be determined by the Board of Directors.

1.3 Other Offices The business of the corporation may be transacted at such locations other than the registered office, as the Board of Directors may from time to time determine.

## **ARTICLE II. PURPOSE**

2.1 Purpose The purpose of the Gaylord Area Council for the Arts is to sponsor and encourage cultural and educational activities in Gaylord, Michigan, and its surrounding areas. The Council may sponsor cooperative planning, research, fund raising and public educational programs, administer property, own property, and undertake such other services and programs deemed necessary to encourage participation in the arts by all citizens in the area.

2.2 Non-discrimination It is the policy of the Gaylord Area Council for the Arts (GACA), to provide equal opportunity to all GACA sponsored programs, activities and services without regard to race, color, religion, national origin, age, sex or disability in accordance with the provisions of the Civil Rights Act of 1977 and other related Acts and State or Federal regulations.

## **ARTICLE III. DIRECTORS**

3.1 Board of Directors This organization is organized upon a Directorship basis, and all of the matters which are subject to membership vote and Director vote under the Michigan Nonprofit Corporation Act shall be the exclusive prerogative of the Board of Directors and the Board of Directors shall be exclusively responsible for the management of the business and affairs of the corporation to the extent not otherwise delegated to the corporation's officers. Without limiting the generality of the foregoing, the duties and powers of the Board of Directors shall include:

(a) Assisting, advising and directing the corporation in achieving its stated objectives;

- (b) Assuring compliance with the letter and spirit of the bylaws;
- (c) Appointing, supervising and approving the work of all committees of the Board;
- (d) Assuring that the fiscal condition of the corporation has sufficient funds to provide the services needed by the corporation;
- (e) Approving capital expenditures for the corporation;

3.2 Board Member Dues All Board members must become dues paying members of the organization within 60 days of joining the Board. Board members whose dues are current may vote on issues brought before the Board. Any Board member whose dues are in arrears may not vote on issues brought before the Board. When a Board member's dues are in arrears for a period of sixty (60) days or more, that Board member shall be removed from the Board by a vote of the Board of Directors.

3.3. Meetings of the Board Directors are expected to attend all scheduled meetings of the Board of Directors. Any Board member who has accumulated four (4) excused or three (3) unexcused absences from the Board meeting in a one (1) year period may be removed from the Board by vote of the Board of Directors. Excused absence is by calling the Secretary, President, or Arts line by noon on the day of the Board meeting. A removed Director shall have one (1) opportunity for reinstatement by written request prior to the next scheduled Board meeting. A leave of absence may be granted at the discretion of the board.

3.4 Number and Term of Office The Board of Directors shall consist of not more than 24 nor less than seven (7) members divided into three classes as nearly equal in number as is practical, to serve staggered terms of three (3) years so that approximately one-third (1/3) of the Board of Directors shall be elected annually at the Gaylord Arts' annual meeting. Directors may serve more than one term.

3.5 Nomination and Election of Directors Prior to the annual meeting the President shall appoint a nominating committee of three, with at least one Board member. Two weeks prior to the annual meeting a slate of Directors shall be presented to the Board. Nominations by Board members may be offered at the annual meeting provided consent of the nominee has been obtained. Election shall be at the annual meeting of the Board. Officers shall also be elected by the Board at the annual meeting.

3.6 Resignation and Removal A Director may resign by a written notice to the corporation. Any Director may be removed by a two-thirds (2/3) vote of the Board.

3.7 Vacancies Vacancies may be filled by a two-thirds (2/3) affirmative vote by the Board. That Director shall hold office until the next election at the annual meeting.

3.8 Honorary Board of Directors The Board may appoint honorary members of the Board of Directors. An Honorary Director shall be a person who supports the purposes

of the Gaylord Area Council for the Arts and is appointed in recognition of their outstanding service. Honorary Directors may attend meetings and give opinions but may not vote. All Honorary Directors must be dues paying members of the organization.

3.9 Student Ambassadors High school students (9<sup>th</sup>-12<sup>th</sup> grades at the time of their appointment within Gaylord Arts' service Area) may serve as a non-voting member of the Board of Directors as a "student ambassador". They will be elected to the Board in the same manner as regular Board of Directors and subject to the provisions of articles 3.5 – 3.7 of this document. Student Ambassadors will commit to serving a one-year term, with optional one-year renewals, if they desire and as long as they remain students. The number of "student ambassadors" serving on the Gaylord Arts Board of Directors at any time is up to the discretion of the Board of Directors. Duties of the Student Ambassador are as follows:

- Will make suggestions to the Board of Directors regarding youth programming.
- Will help promote youth programs by distributing information in high youth use areas, on social media, attending programs and otherwise encouraging youth attendance in events.
- Will attend all Education Committee meetings or at the discretion of the Chair. assist in youth programs and attend a board meeting at least twice per calendar year.

3.10 Compensation for Directors Directors may be reimbursed for personal expenditures made on behalf of Gaylord Arts but shall receive no compensation for their services.

#### **ARTICLE IV. MEMBERS**

4.1 Voting Members of the Gaylord Area Council for the Arts shall be non-voting members.

4.2 Meetings Members shall be allowed to attend all meetings of the Board of Directors and Committees of the Board. They may observe only, unless asked to speak by the Board.

#### **ARTICLE V. MEETINGS**

5.1 Annual Meeting The annual meeting of the Board of Directors shall be held no later than the last quarter of the calendar year or on a date approved by the Board. Terms for the Directors shall commence at the end of the meeting.

5.2 Regular Meetings The regular meetings of the Board of Directors may be held with notice at such time and place as shall from time to time be determined by the Board.

5.3 Special Meetings A special meeting may be called by the President alone or on written request of two Directors with at least 24 hours personal notice to the Board of Directors, also notice can be made by telephone and/or email. The notice must specify the business to be transacted.

5.4 Quorum and Vote A simple majority of the members of the Board then in office constitutes a quorum unless otherwise specified in the Articles of Incorporation. A vote by proxy is allowed.

5.5 Meeting Participation by Use of Communication Equipment Members of the Board of Directors may participate in a meeting of the Board by using remote platforms and technology by means of which all persons participating in the meeting can communicate. Participation shall constitute presence at the meeting.

5.6 Board Action Without a Meeting Action may be taken by the Board without a meeting if, before or after the action, a majority of the Board consent in writing to the action taken. This may include email. The written/emailed comments shall be filed with the minutes of the proceedings. The comment has the same effect as a vote of the Board member for all purposes.

5.7 Notice of Meetings Notice of the date, time, location and purpose of each meeting of the Board shall be sent (by email is allowable) five (5) days or 48 hours by telephone prior to the meetings.

5.8 Robert's New Rules of Order shall be the parliamentary authority used for all matters of procedure not specifically covered by the by-laws or by special rules of procedure adopted by the Board.

## **ARTICLE VI. OFFICERS**

6.1 President The President shall be responsible for calling meetings of the corporation, preparing the agendas, presiding over all regular or special meetings of the Board, signing documents on behalf of the Gaylord Area Council for the Arts and ensuring functions of the Board and corporation are conducted as authorized. The President shall be an ex-officio member of all standing committees.

6.2 Vice President The Vice President shall be responsible for presiding over meetings in the absence of the President, signing documents on behalf of the Gaylord Area Council for the Arts and assisting President in conduction of the business of the corporation.

6.3 Secretary The Secretary shall keep records and minutes of meetings, maintain a current member list, send out notices and receive and distribute information from other organizations. These actions may be completed with the assistance of GACA staff.

6.4 Treasurer The Treasurer shall be responsible for the collection of any dues and charges, for the disbursement of fees and for payment of authorized expenditures. The Treasurer shall advise the Board regarding the finances of the organization and assist in formulating the budgets for regular and special activities. The Treasurer shall prepare a

yearly financial statement of operations. These actions may be completed with assistance of Gaylord Arts staff.

## **ARTICLE VII. STAFF**

7.1 Hiring The Executive Committee has the power and responsibility in hiring , firing and evaluation of an Executive Director or Arts Manager .

7.2 Executive Director or Arts Manager The Executive Director or Arts Manager shall oversee the day- to-day affairs of the Gaylord Area Council for the Arts, not exclusively the responsibility of the Board. These duties include but are not limited to personnel and hiring decisions, writing of grants, management of all programs, and public relations. The Executive Director or Arts Manager shall also oversee financial affairs of the Gaylord Area Council for the Arts. A full job description for Executive Director or Arts Manager shall be determined prior to hiring and kept on file.

## **ARTICLE VIII. COMMITTEES**

### 8.1 Committee Composition

The Executive Director or Arts Manager shall be present at committee meetings as the President sees fit. The Board President is an ex officio member of all committees and the board appoints the Chair or Co-chairs of each committee with a majority vote. The Chairs appoint members of their own committees.

### 8.2 Executive Committee

The Executive Committee will consist of the four officers of the Board of Directors. They are responsible for conducting any business of the Board between meetings on issues that must be addressed between the full Board meetings. Except for the power to amend the Articles of Incorporation and Bylaws and other issues listed below, the Executive Committee shall have all of the powers and authority of the Board of Directors. They shall be responsible for overseeing the performance of the Executive Director or Arts Manager. They will make recommendations to the Board of Directors regarding actions pertaining to the employment status of that person and/or salary adjustments, subject to Board approval. They will handle interviewing and hiring the person in that position and make recommendations to the Board on the same. The Executive Committee will also review confidential information received from potential “Service Providers” on the “Background Check Acknowledgment Form” and the State of Michigan Internet Criminal History Access Tool(ICHAT) or similar State of Michigan current platform results, as specified in Gaylord Arts’ Policy for Conducting Background Checks.

8.3 Standing Committees Standing Committees of the Board may be appointed by the President, with the approval of the Board, to assist the Board such as, but not limited to, a Board Development Committee, Fund Development Committee, Finance Committee, Visual Arts Committee, Performing Arts Committee, Operations Committee, Executive Committee, Education Committee, Program Committee. The Board of Directors may adopt rules and define the purpose and duties of the Committees.

8.4 Ad Hoc Committees An Ad Hoc Committee, or Special Committee, may be appointed for a special purpose to assist the Board. This Committee shall be dissolved as soon as it has fulfilled its function. Members of Ad Hoc or Special Committees may be appointed by the President or by the Board of Directors. The Board of Directors may adopt rules and define the purpose and duties of the Committees.

8.5 Volunteers The Board of Directors has the authority to develop policies concerning use and management of volunteers.

## **ARTICLE IX. AMENDMENTS**

9.1 Amendments Amendment to these bylaws may be made upon one month's written notice to Board members; this notice must state the proposed changes. Email notices are acceptable. A two-thirds (2/3) majority vote is required for adoption.

## **ARTICLE X. FINANCES**

10.1 Fiscal Year The fiscal year of the Gaylord Area Council for the Arts shall begin on the 1st day of October each year and extend through the last day of September.

10.2 Accounts and Records The Gaylord Area Council for the Arts' financial records shall be maintained in accordance with generally accepted accounting principles. Two (2) of three (3) signatories shall be needed to sign checks, one being the Executive Director or Arts Manager and the other two being designated by the Board. No signatory may be the sole signatory for a check on which he/she is payee on the check.

10.3 Financial Controls The Board of Directors shall establish a policy regarding the approval for budgeted operation and capital expenditures, and hiring of personnel. No loan shall be contracted for unless authorized by a resolution of the Board.

10.4 Contracts and Conveyances The President of the Board, or Vice President of the Board in the absence of the President of the Board (See Article VI: 6.2), has the authority to execute contracts, conveyances and other instruments on behalf of the Gaylord Area Council for the Arts following Board approval.

10.5 Audit An audit of financial record may be conducted at the end of the fiscal year. An audit shall be made part of the permanent record of the corporation.

10.6 Budget The annual budget shall be prepared by the Executive Director, Arts Manager or the Finance Committee and submitted for approval to the Board. Anything outside of the budget or changes to the budget must be approved by the Board.

## **ARTICLE XI. SPECIAL NOTICES REGARDING TAX EXEMPTION**

11.1 Special Notices regarding Tax Exemption No part of the Gaylord Area Council for the Arts' assets or net earnings may inure to the benefit of private individuals. This does not preclude reasonable fees for goods or services provided to the organization.

11.3 Exemption It is intended that the Gaylord Area Council for the Arts be entitled to exemption from Federal Income tax under section 501(c)(3) of the Internal revenue Code and shall not be a private foundation as described in 501(c)3 of the code.

## **ARTICLE XII. INDEMNIFICATION**

12.1 Indemnification of Directors and Officers and Employees The corporation shall indemnify any person who was or is a party to legal; action against the corporation as allowed by the Michigan non-Profit Act by reason of the fact that he or she is or was Director or officer of the corporation and was serving as the request of the corporation and acted in good faith. However, indemnification shall not be made for a claim in which the person has been found to have committed a fraud upon the corporation.

12.2 Indemnification of Volunteers Any person who was an agent or volunteer of the corporation or is or was serving at the request of the corporation may, at the complete discretion of the Board of Directors, be indemnified in such amount and to such extent as approved by the Board but not exceed the greatest amount or the fullest extent authorized or permitted by the Model Nonprofit Corporation Act (MNCA) or other applicable law, as the same exist.

## **ARTICLE XIII. INSURANCE**

13.1 Insurance The corporation shall have the power to purchase and maintain insurance on behalf of any person who is Director, officer, employee, volunteer or agent of the corporation.

## **ARTICLE XIV. DISSOLUTION**

14.1 Dissolution of the Organization The organization may be dissolved by the Board of Directors with an affirmative action of 2/3 of the Board members and must include:

- (a) A plan that states to whom the assets will be distributed after creditors are paid;
- (b) The plan must be in compliance with Michigan and Federal regulations relating to Section 501(c)3 of the Internal Revenue Service code.

Gaylord Area Council for the Arts'

Bylaws Revised & Approved  
03/09/2022