

# BYLAWS OF THE LUDINGTON AREA ARTS COUNCIL

DBA Ludington Area Center for the Arts

(As Revised October 23, 2018)

## ARTICLE 1 Vision and Mission:

### 1.1 Vision:

The Ludington Area Center for the Arts, a volunteer organization, fosters a community where arts and culture bring us together, feed the creative spirit and fuel community growth.

The Ludington Area Center for the Arts is committed to excellence through:

- Events
- Exhibits
- Programming
- Performances
- Arts education
- Fiscal responsibility
- Cultural collaboration
- Support for local artists
- Facility utilization and preservation

1.2 Mission: The Ludington Area Center for the Arts will engage, inspire, and strengthen our community through arts advocacy.

1.3 In support of this mission, the Ludington Area Center for the Arts shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code of 1954.

## ARTICLE 2: LOCATION

The principle office of the Ludington Area Center for the Arts shall be within the State of Michigan, in Mason County, at a location determined by the Board of Directors.

## ARTICLE 3: MEMBERSHIP

3.1 MEMBERS OF THE LUDINGTON AREA CENTER FOR THE ARTS (LACA): Membership in LACA shall be open to individuals, community arts and cultural organizations, and other organizations and entities, public or private, which support and are sensitive to the vision and mission of LACA. There shall be no limit to the number of members.

3.2 MEMBERSHIP TERMS: Membership shall commence upon the payment of required dues and shall be for a period of one (1) year. Dues shall be prepaid annually and are nonrefundable. The Board of Directors shall set the annual dues for all categories of membership.

3.3 ANNUAL MEETING: An annual meeting of members shall be held in June at a time and location determined by the Board of Directors.

## ARTICLE 4: BOARD OF DIRECTORS

4.1 POWERS OF BOARD: The business and affairs of LACA shall be managed by a Board of Directors.

4.2 NUMBER AND QUALIFICATION: The board shall be comprised of 15 members. Members of the board must be members in good standing of LACA.

4.3 BOARD ELECTIONS: Candidates for board membership shall be reviewed by the Nominating Task Force and presented for election by the LACA Board of Directors at its October meeting.

4.4 BOARD TERMS: Board members shall be elected to serve a three (3) year term of office. Those elected will begin their terms of office on January 1. Directors may be re-elected to further consecutive 3-year terms. A board member who is serving a two-year term as an officer may have his/her board of director term extended by one year to allow for completion of his/her service as an officer.

4.5 VACANCIES: The board may fill board vacancies for unexpired terms of office at any time after considering the recommendation of the Nominating Task Force. The appointee fills the vacancy of the unexpired term until the end of that term.

4.6 RESIGNATION: A director may resign by written notice to the board President. The resignation shall be effective upon receipt by the board President or at a later time, as stated in the notice. Board members should be notified of the resignation; the resignation does not require a vote of the board.

4.7 REMOVAL: A member of the board may be removed with or without cause on a majority vote of the remaining directors in office.

4.8 COMPENSATION: Directors shall not receive any salary for their board service.

#### **ARTICLE 5: MEETINGS OF THE BOARD**

5.1 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be determined by the Board of Directors. All meetings are open to the membership of LACA and the public.

5.2 ORGANIZATIONAL MEETINGS: An organizational meeting of the Board of Directors shall be held during the October board meeting for the purpose of electing corporate officers by the LACA Board of Directors.

5.3 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or by at least one-third of the directors by submitting a written request to the Executive Committee with adequate notice per Article 5.4.

5.4 NOTICE OF MEETINGS: Notice of board meetings shall be provided all board members not less than ten (10) days nor more than sixty (60) days before a meeting. The notice of a special board meeting shall contain the purpose of the meeting. Notice may be given by written or electronic means of communication.

5.5 QUORUM: A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business at any regular or special meeting of the board.

5.6 VOTING: Each member of the board shall have one (1) vote on any matter to come before the board. The vote of the majority of the directors present at a meeting of the board at which a quorum is present shall be considered the action of the board. In the event of a tie, the deciding vote shall be provided by the President of the Board of Directors.

#### **ARTICLE 6: OFFICERS**

6.1 POSITIONS: The officers of LACA shall be the President, Vice President, Secretary and Treasurer.

6.2 NOMINATION AND ELECTION: Officers shall be recommended by the Nominating Task Force. The officers shall be elected at the October organizational meeting by the Board of Directors. Duly-elected officers shall begin serving their terms of office January 1.

6.3 TERMS OF OFFICE: An officer may be elected to up to three consecutive two-year terms and until his or her successor is elected or appointed or until his or her resignation or removal.

6.4 RESIGNATION: An officer may resign by written notice to the Board of Directors. The resignation shall be effective upon receipt or at a later time stated in the notice. Such notice does not constitute resignation from the Board of Directors unless so stated.

6.5 REMOVAL: The Board of Directors may remove an officer with or without cause. An officer may be removed from office on a majority vote of the remaining directors then in office.

6.6 VACANCIES: Vacancies for unexpired terms of officers of the corporation shall be filled by the board from among its current members after considering the recommendations of the Nominating Task Force.

6.7 DUTIES OF OFFICERS: Duties of Officers are detailed in the Board Job Descriptions as approved by the Board of Directors.

6.7.1 PRESIDENT: The President shall be the chief executive officer of LACA, and shall have such powers and duties as are vested in the president of a corporation by law or custom, and as stated in the President Job Description, except as otherwise provided by law, the Articles of Incorporation, or these bylaws.

6.7.2 VICE PRESIDENT: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as stated in the Vice President Job Description.

6.7.3 SECRETARY: The Secretary shall give, or cause to be given, notice of all meetings of the members of the board. The Secretary shall record, or cause to be recorded, minutes of the meetings of the board, and meetings of the Executive Committee, and shall perform such other duties as are stated in the Secretary Job Description.

6.7.4 TREASURER: The Treasurer shall exercise general supervision over the receipt, custody, and disbursement of LACA funds within the policies determined by the Board of Directors. The Treasurer shall ensure that an accurate accounting of the financial transactions of LACA is made, and shall report on all such transactions to the board. The Treasurer shall have such further powers and duties as are stated in the Treasurer Job Description.

## **ARTICLE 7: EXECUTIVE COMMITTEE**

7.1 EXECUTIVE COMMITTEE MEMBERSHIP: Members of the Executive Committee shall include the President, Vice President, Secretary and Treasurer. The Executive Director is an ex officio member of the Executive Committee.

7.2 ROLES & RESPONSIBILITIES: The Executive Committee shall have and shall exercise the powers and authority of the board in the management of the business of LACA.

7.3 OTHER COMMITTEES: All other committees of the LACA shall fall under the auspices of the Executive Committee.

## **ARTICLE 8: AGENTS AND REPRESENTATIVES**

8.1 AGENTS AND REPRESENTATIVES: The Board of Directors may appoint such agents and representatives for LACA with such powers and to perform such acts or duties on behalf of LACA as the Board of Directors may see fit, so far as may be consistent with these bylaws and Articles of Incorporation, to the extent authorized or permitted by law.

8.2 EXECUTIVE DIRECTOR: The Executive Director for the Ludington Area Center for the Arts will be directly accountable to the board through its Executive Committee and will execute the job using the Executive Director's job description as a guide.

## **ARTICLE 9: FISCAL YEAR AND FINANCES**

9.1 FISCAL YEAR: The fiscal year of LACA shall begin on January 1st and end on December 31<sup>st</sup> as adopted by the Board of Directors April 26, 2016.

9.2 FINANCIAL REVIEW: The Board of Directors shall ensure that an annual financial review of LACA is conducted at the end of the fiscal year by a certified public accountant in accordance with applicable tax laws and nonprofit status requirements.

## **ARTICLE 10: EQUAL OPPORTUNITY**

No person shall, on the grounds of age, sex, religion, race, color, creed, sexual preference, national origin, or handicap, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity of the Ludington Area Center for the Arts. LACA will endeavor to ensure a reasonable level of representation of all people and of minority groups 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 race, color, creed, religion, national origin, sexual preference, age, sex, or handicap.

## **ARTICLE 11: INDEMNIFICATION**

The corporation shall indemnify its directors and officers, Executive Director and employees.

## **ARTICLE 12: BYLAW AMENDMENT**

These bylaws may be amended, repealed or altered in whole or in part when all of the following conditions are met:

- a) The vote is taken at any regular or special meeting of the Board of Directors.

- b) Any proposal to amend these bylaws shall be included with a notice given by mail or electronic means of communication not less than 10 days nor more than 60 days in advance of the meeting at which the amendment is proposed.
- c) At least two-thirds (2/3) of the current Board of Directors are present in person to vote.
- d) Those voting in the affirmative must equate to two-thirds (2/3) of the current Board of Directors. For example, if only 2/3 of the current board are present, the affirmative vote must be unanimous.

**ARTICLE 13: DISSOLUTION**

Upon dissolution and liquidation of the corporation, the Board of Directors shall, after paying and making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall escheat to the State of Michigan in accordance with Section 119a of Public Act 327, 1931, of the State of Michigan, as it may now exist or as it may hereafter be amended.

Adopted as revised this October 23, 2018