

BYLAWS OF THE LUDINGTON AREA ARTS COUNCIL

Revised October 25, 2022

ARTICLE 1. NAME AND LOCATION

The Ludington Area Arts Council Inc. filed Articles of Incorporation on April 14, 2004. Ludington Area Arts Council Inc. filed Restated Articles of Incorporation- Non Profit on May 28, 2008. On January 19, 2010, the organization filed a Certificate of Assumed Name under which business may be transacted as Ludington Area Center for the Arts (LACA). The principal office shall be within the State of Michigan, in Mason County, at a location determined by the Board of Directors (Board).

ARTICLE 2. VISION AND MISSION

2.1 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

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

2.3 In support of this mission, LACA shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code.

ARTICLE 3: MEMBERSHIP

3.1 MEMBERS: 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 shall set the annual dues for all categories of membership.

3.3 REPORT TO MEMBERS: A report of program activities and organization status shall be presented to LACA members at a time and location to be determined by the LACA Board.

ARTICLE 4: BOARD OF DIRECTORS

4.1 POWERS OF BOARD: The business and affairs of LACA shall be directed and overseen by the Board.

4.2 NUMBER AND QUALIFICATION: The Board shall be comprised of a minimum of 9 and not to exceed 15 LACA members. Members of the Board shall be members in good standing of LACA.

4.3 BOARD MEMBER EMERITUS: The Board may honor a person with the position of board member emeritus.

4.4 ELECTION: Candidates for board membership shall be reviewed by the Nominations Committee and recommended to the Executive Committee. After consultation with the Nominations Committee, the Executive Committee shall recommend candidates to the Board for election.

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

4.6 EXPECTATIONS: Each LACA Board member is required to participate in at least one LACA Board committee.

4.7 RESIGNATION: A board member may resign by written notice to the Board President. The resignation shall be effective upon receipt or at a later time, as stated in the notice. Board members shall be notified of the resignation.

4.8 REMOVAL: A member of the Board may be removed with or without cause on a majority vote of the remaining board members.

4.9 VACANCIES: The Board may fill vacancies for unexpired terms at any time after considering the recommendation of the Nominations Committee and Executive Committee. The appointee will fill the vacancy until the end of that term.

4.10 COMPENSATION: Board members shall not receive any payment for their board service.

ARTICLE 5: MEETINGS OF THE BOARD

5.1 REGULAR/ORGANIZATIONAL MEETINGS: All regular Board meetings are open to the public. The November meeting of the Board shall include an organizational session for the purposes of: 1) setting the regular meeting schedule for the following calendar year; 2) electing Board officers as needed; 3) electing new Board members and re-electing Board members whose terms are expiring; and 4) establishing committee memberships for the following calendar year.

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

5.3 NOTICE OF MEETINGS: Notice of Board meetings shall be provided to all Board members not less than 10 days nor more than 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.

5.4 QUORUM: A majority of the members of the Board constitutes a quorum for the transaction of business at any regular or special meeting of the Board.

5.5 VOTING: Each member of the Board shall have one vote on any matter to come before the Board. The vote of the majority of the Board members present at a meeting 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.

ARTICLE 6: OFFICERS

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

6.2 NOMINATION AND ELECTION: Candidates for Board officers shall be reviewed by the Nominations Committee and recommended to the Executive Committee. After consultation with the Nominations Committee, the Executive Committee shall recommend officer candidates to the Board for election. Officers shall be elected by the Board at the November organizational meeting. Duly-elected officers shall begin serving their terms of office January 1.

6.3 TERM OF OFFICE: An officer may be elected 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. Officers' terms shall be staggered with President and Secretary elected in the even year and Vice President and Treasurer elected in the odd year, thus avoiding all officers' terms expiring in the same year.

6.4 RESIGNATION: An officer may resign by written notice to the Board. 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 unless so stated.

6.5 REMOVAL: The Board may remove an officer with or without cause on a majority vote of the remaining Board members.

6.6 VACANCIES: Officer vacancies of LACA shall be filled by current Board members after considering the recommendations of the Nominations Committee and Executive Committee.

6.7 DUTIES OF OFFICERS: Duties of Officers shall be detailed in the Board-approved LACA job description document on file at the LACA office.

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 Board-approved President job description on file at the LACA office.

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 Board-approved Vice President job description on file at the LACA office..

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 Board-approved Secretary job description on file at the LACA office.

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. 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 Board-approved Treasurer job description on file at the LACA office.

ARTICLE 7: EXECUTIVE COMMITTEE/OTHER COMMITTEES

7.1 EXECUTIVE COMMITTEE: Members of the Executive Committee shall include the President, Vice President, Secretary and Treasurer and one board member-at-large. 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 to direct and oversee the business and affairs of LACA.

7.3 Other Committees: Other committees shall be established by the Executive Committee and LACA Board as needed to accomplish the mission of LACA outlined in Article 2. The committee members shall consist of at least one LACA Board Member, a LACA staff member and other LACA members approved by a majority of the respective committee members. The LACA President and Executive Director shall be at-large members of each committee established pursuant to Article 7.3. The specific committees determined to be needed shall be described, including their objectives, structures and operating procedures, in the LACA Policies and Procedures. The specific committees shall include but not necessarily be limited to Finance, Development and Nominations.

ARTICLE 8: AGENTS AND REPRESENTATIVES

8.1 EXECUTIVE DIRECTOR: The Executive Director for LACA will be directly accountable to the Board through its Executive Committee and will execute the job as described in the Board-approved Executive Director job description on file at the LACA office.

8.2 AGENTS AND REPRESENTATIVES: The Board 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 may see fit, so far as may be consistent with these Bylaws and the Articles of Incorporation, to the extent authorized or permitted by law.

ARTICLE 9: FISCAL YEAR AND FINANCES

9.1 FISCAL YEAR: The fiscal year of LACA shall begin January 1 and end December 31.

9.2 FINANCIAL REVIEW: The Board shall ensure that an annual financial review of LACA is conducted by a certified public accountant in accordance with applicable law.

ARTICLE 10: EQUAL OPPORTUNITY/NON-DISCRIMINATION

LACA does not and shall not discriminate on the basis of race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing staff, selection of volunteers and vendors, and provision of services. LACA is committed to providing an inclusive and welcoming environment for its membership, staff, volunteers, subcontractors, vendors and those to which LACA provides services.

ARTICLE 11: INDEMNIFICATION:

The Ludington Area Arts Council shall indemnify, defend and hold harmless its board members, officers, directors, and employees against any and all liability, loss, cost, or expense (including attorney's fees) imposed on the Ludington Area Arts Council, arising out of or related to the activities of the Council, whether caused or contributed to by any of its members, authorized representatives or any other party indemnified in this Article. This indemnification provision shall apply to the losses, costs, or expenses paid and incurred reasonably by the indemnified party in connection with an action, suit, or proceeding relating to the activities of the Council. The Council may purchase and maintain insurance to protect itself and any party indemnified by this Article against the liability, loss, cost or expense identified herein.

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.
- b) Any proposal to amend these bylaws shall be reviewed by the Executive Committee and presented for a First Reading at a meeting of the full Board. A Second Reading and vote will be taken at the next Board meeting to follow.
- c) At least two-thirds (2/3) of the current Board participate in the vote.
- d) Those voting in the affirmative must equate to two-thirds (2/3) of the current Board. 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 Ludington Area Arts Council Board 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 (or corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine.

Adopted as revised this October 25, 2022.