BY LAWS
OF
CLINTON COUNTY ARTS COUNCIL, INC.

ARTICLE I
ORGANIZATION

The Clinton County Arts Council is a Michigan non-profit non-stock membership corporation.

ARTICLE II
HISTORY

The Clinton County Arts Council was incorporated by the filing of its Articles of Incorporation with the Michigan Department of Commerce on November 25, 1981.
Its corporate identification number is 718-464.

ARTICLE III
CORPORATE PURPOSES

This corporation is organized and operated exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code, to benefit the people of Clinton County, Michigan, by:

(a) Promoting, organizing, managing and supporting endeavors to enhance and finance artistic expression and appreciation;
(b) Coordinating cultural and education development in arts;
(c) Facilitating communication among arts organizations, arts patrons and individual artists;
(d) Advocating the arts within the various publics of the community;
(e) Provide and maintain a central location for the community to be exposed to, view and purchase art.

ARTICLE IV
MEMBERSHIP

Section 4.1 Forms of Membership. Membership shall consist of individuals, families and community organizations.

An individual may become a member of the corporation by paying an annual membership fee as set by the Board of Directors. Categories (including but not limited to – charter members, patrons, donors, sponsors, benefactors, etc.) of individual memberships may be designated as established by the Board of Directors.

A family membership includes those adults residing in the household address as stated on the membership enrollment form. A family membership fee is established by the Board of Directors.
Section 5.3 Qualification, Number and Term of Directors. Directors shall be members of the corporation. There shall not be less than six (6) or more than fifteen (15) Directors. The term of each Director shall be three (3) years.

Section 5.4 Regular Meetings. Regular monthly meetings of the Board of Directors shall be held. The President presides at all meetings of the Board of Directors. Members of the corporation are entitled to attend and participate.

Section 5.5 Special Meetings. Special meetings of the Board of Directors shall be held upon the call of the President or shall be called when requested by any members of the Board of Directors. The Secretary shall provide reasonable notice to the members of the Board.

Section 5.6 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 5.7 Quorum. One-half (1/2) of the members of the Board of Directors, then in office, constitutes a quorum for the transaction of business. A vote of the majority of the Board members, present at a meeting at which a quorum is present constitutes the action of the Board.

Section 5.8 Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board, and each person so elected shall be a Director until a successor is elected by the members of the corporation at the next annual meeting, or at a special meeting called for that purpose.

Section 5.9 Removal. A Director may be removed by a vote of a majority of the members of the corporation. In addition, a Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Directors at any regular or special meeting called for that purpose. A Director proposed to be removed by the Board shall be entitled to seven (7) days written notice and given an opportunity to appear before and be heard by the Board of Directors at such a meeting.

Section 5.10 Resignation of Directors. A Director may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation. A Director who fails or neglects to attend three (3) consecutive meetings, without being excused by the President for just cause, shall be deemed to have resigned. Said failure shall be confirmed by a vote of the Directors and said absentee Director shall be sent a written confirmation of such resignation.

Section 5.11 Compensation of Directors. Directors shall not receive any compensation for their services. Directors may receive reimbursement for reasonable expenses incurred in carrying out their obligations as Directors, upon approval of the Board of Directors.

Section 5.12 Income of the Corporation. All income and earnings of the corporation shall be used exclusively for corporate purposes, and no part of the net income or earnings of the corporation shall benefit or profit any member, Director, private individual, firm, corporation, partnership, or association, except for those employed and/or contracted to undertake business endeavors for the corporation as approved by the Board of Directors.
Community organization members shall be those organizations which have paid a membership fee established by the Board of Directors. Categories of organization memberships (such as art or non-art) may be designated as established by the Board of Directors.

Section 4.2 Annual Meeting. The annual meeting of the corporation shall be held at the time and place designated by the Board of Directors no later than the third week of December. At this meeting the members shall elect Directors to hold office for the term set forth in these Bylaws. Members shall vote for Board members from those candidates who 1) have been proposed by the Nominating Committee, and approved by the Board of Directors, or 2) have been designated by a petition signed by ten percent of the existing members (but not less than ten current members) and filed by the Secretary of the corporation no later than twenty (20) days before the date of such annual meeting, so that the list of candidates may be sent to the members not less than ten (10) days before the date of the annual meeting.

Section 4.3 Notice of the Annual Meeting. Written notice of the time and place of the annual meeting of members shall be given to each member, either personally, by mail, or electronic transmission not less than ten (10) days, or more than sixty (60) days before the meeting.

Section 4.4 Quorum of Members. Except as hereinafter provided, and as otherwise provided by law, at the annual meeting of members, ten or 10% of the members shall constitute a quorum.

Section 4.5 Voting. Each member shall have one vote on each matter submitted to a vote on the members. A person may vote in person only. When an action other than the election of Directors is taken by a vote of the membership, it shall be authorized by the majority of the votes cast at a meeting at which a quorum is established. The Directors shall be elected by a plurality of votes cast at an election of Directors.

Section 4.6 Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members, the record date shall be not less than ten (10) days before the date of the meeting or of such other action to be taken.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the corporation shall be conducted and managed by the Board of Directors.

Section 5.2 Duties of Directors.

1. Determine the organization’s mission, set policies for its operation, and establish its general course from year to year.
2. Establish fiscal policy (internal control) and boundaries, including budgets and financial controls.
3. Provide adequate resources for the activities of the organization through direct financial contributions and commitment to fund raising.
4. Select, evaluate, and if necessary, terminate the appointment of key employees.
5. Develop and maintain a communication link to the community.
6. Ensure that provisions of the organization’s articles of incorporation and the law are being followed.
OFFICERS

Section 6.1 Officers. The officers of the corporation shall be: the President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors at their meeting following the annual meeting of the members of the corporations. The Board of Directors may also appoint such other officers and agents as they deem necessary for the transaction of the business of the corporation.

Section 6.2 Term of the Office. An officer shall hold office for the term for which he or she is elected until resignation or removal. A term of office shall be one year or until a successor takes office. Two or more offices may be held by the same person except for the position of President and Vice-President. An officer shall not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, the Articles of Incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers.

Section 6.3 Removal; Vacancy. An officer elected by the Board may be removed by the Board with or without cause. If any office of the corporation becomes vacant, the Board of Directors may elect another member of the Board to fill such vacancy.

Section 6.4 Duties of the President. The President shall:

1. Be the presiding officer of all meetings of the members of the corporation and of the Board of Directors.
2. Be responsible for the carrying out of the directives of the Board of Directors and the members of the corporation.
3. Be responsible for appointment of committee members and committee chairpersons as required and the carrying out of the duties assigned to such committees. The President shall be an ex-officio member of every committee except as hereinafter provided.
4. Conduct the affairs of the corporation in such manner as will carry out the purposes and objectives of the corporation. Perform all other duties as are normal to the office of President.
5. Execute contracts authorized by the Board of Directors on behalf of the corporation.

Section 6.5 Duties of the Vice-President. The Vice-President shall:

1. Perform all tasks assigned by the President
2. Assist the President in the supervision of the work of the committees of the corporation.
3. Perform all other duties as are normal of the office of Vice-President
4. Preside at all meetings in which the President shall be absent.

Section 6.6 Duties of the Secretary. The Secretary shall:

1. Record and transcribe accurately and fully the minutes of all meetings of the members of the corporation and all meetings of the Board of Directors.
2. Preserve such minutes in an appropriate book or folder used specifically for such purpose, and such book shall be open for inspection as provided by law.
3. Make available to any member of the Board or member of the corporation copies of such minutes at reasonable times and places.
4. Report the proceedings of any meetings of which the Secretary has records upon request to do so at any meeting of the members of the corporation.
5. 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.
6. Perform all other duties as are normal to the office of Secretary.
7. Preside at all meetings of the Board of Directors at which the President and Vice-President are absent.

Section 6.7 Duties of the Treasurer. The Treasurer shall:

1. Prepare a financial report once a month
2. Prepare the Annual Report as required by the laws of the State of Michigan to be submitted to the President and Board of Directors for approval before filing.
3. Perform all other duties as are normal to the office of Treasurer.

ARTICLE VII
AGENTS AND REPRESENTATIVES

Section 7.1 Agents and Representatives. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Section 7.2 Duties of the Key Employees. The Board of Directors shall prepare a job description outlining the duties of any key employees, to be updated by the Board as necessary.

ARTICLE VIII
CONTRACTS

Section 8.1 Authority. The Board of Directors, except as these Bylaws otherwise provide, may authorize designated officers to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to a specific instance.

Section 8.2 Borrowing. The corporation may borrow money and issue its promissory notes, bonds, debentures, or similar instruments as evidence that it will repay its debts and then repay them with the interest, and may in connection therewith provide security for the payment thereof, including mortgaging its real property, if any, and providing security interest in its personal property.

ARTICLE IX
ADVISORY COMMITTEES

Section 9.1 Advisory Committees. The Board of Directors may establish one or more advisory boards and/or committees. The members of any such committee shall serve at the pleasure of the Board. Such committees shall advise and aid the officers of the corporation in all matters designated by the Board of Directors. Each such committee may 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 shall not receive any compensation for their services as such.

Section 9.2 Nominating Committee. The President shall appoint a nominating committee not less than thirty (30) days before the Annual Meeting of the members of the corporation. The committee shall develop a slate of candidates for membership on the Board of Directors to be elected at that Annual Meeting. The President shall not serve in any capacity on the Nominating Committee.
ARTICLE X
RULES OF ORDER

Section 10.1 Rules of Order. All meetings of the members of the corporation and of the Board of Directors shall be conducted in accordance with Roberts Rule of Order for Deliberative Assemblies, 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 amended by the Board of Directors at a meeting. Amendment of the Bylaws by the Board requires the vote of not less than a majority of the members of the Board of Directors currently in office.

ARTICLE XII
FISCAL YEAR

Section 12.1 Fiscal Year. The fiscal year of the corporation shall be October 1 to September 30, unless changed by the Board of Directors.

Section 12.2 Audit. The Board of Directors shall provide for an audit if requested by grant providers or agents of the State of Michigan or the Federal government.

ARTICLE XIII
DISSOLUTION

Section 13.1 Procedures 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 payment of debts and liabilities shall be distributed to such organizations as designated by the Board of Directors, which are qualified as tax exempt, pursuant to the Internal Revenue Code of 1986, as amended, or a corresponding provision of a future United States Revenue Law.

CERTIFICATION OF AUTHENTICITY

The Bylaws were amended in their entirety by the Board of Directors on February 19, 2020. This certifies that the foregoing Bylaws are accurate and complete as adopted by the Board of Directors.

[Signature]
President

[Date]
2-19-2020