

**ARTS AND CULTURE ALLIANCE OF MANISTEE COUNTY  
BY-LAWS**

**ARTICLE 1: Name and Purpose**

Section 1

The name of the Organization is the Arts and Culture Alliance of Manistee County.

The general purposes of the Arts and Culture Alliance of Manistee County are to sponsor and encourage arts, cultural and educational activities in Manistee County, State of Michigan and the surrounding area; to sponsor cooperative planning, research, fund raising and public education programs; to administer property; and to undertake such other services and programs deemed necessary to foster participation and appreciation of art, culture and humanities by everyone.

Section 2

The Arts and Culture Alliance of Manistee County is organized as a non-stock, directorship basis. It is organized and operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code as follows:

1. Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

2. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

3. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II: Membership**

### **Section 1 – Qualifications and Categories**

A person shall be a member of the Arts and Culture Alliance of Manistee County upon payment of annual dues.

A. Honorary membership is available only to those persons voted to such category by the Board and shall be in recognition of outstanding service. The right to vote at general membership meetings applies.

B. Business membership is open to any business wishing to support art, culture and humanities in Manistee County. At general membership meetings such organizations shall appoint one representative for voting purposes.

C. Organizations associated with the arts, culture and humanities in Manistee County may become a member of ACAMC. At general membership meetings such organizations shall appoint one representative for voting purposes.

D. Individual and family memberships are open to any person or family who wishes to support art, culture and humanities. An individual and or family receives one vote at general membership meetings.

E. A complimentary membership is a one-year membership awarded by the Board in recognition of support by a non-member.

F. A life membership is open to any person who in one year donates an amount that the Board of Directors has established for life membership. The right to vote at general membership meetings applies.

### **Section 2 – Dues**

Each category of membership shall pay dues annually as directed by the Board of Directors.

### **Section 3 – Annual Meeting**

An annual meeting of members shall be held to elect the Board of Directors and transact such business as may be necessary. Not less than 10 days written notice of time and place and nature of business must be given to members.

### **Section 4 – Special Meetings**

Special meetings of membership may be called by resolution of the Executive Committee, the Board of Directors, or written request of a majority of dues-paying members. The specific purpose of the meeting must be stated. No proxy votes are allowed at special meetings, and a quorum shall be necessary for the transaction of business. Not less than 10 days notice of the special meeting shall be provided to all members.

## **ARTICLE III: Board of Directors**

### Section 1 - Number and Selection

The Board of Directors shall consist of not more than fifteen nor less than three persons. The General Membership shall elect the Board of Directors at the annual meeting from a slate provided by an appointed Nominating committee, and by nomination in writing by a member of the Arts and Culture Alliance of Manistee County, Inc. to the Board of Directors at least thirty days prior to the annual meeting.

### Section 2 – Terms of Office

The directors shall serve for a three-year term, but in such manner than approximately one-third of the members shall be elected each year. Directors may not serve more than two consecutive terms. After one year without board service, a former board member may again be elected to the board.

Vacancies shall be filled by the Board of Directors, which may consult with the Nominating Committee.

Absence from three consecutive meetings without prior notice to the President shall be basis for removal from the Board upon Board resolution.

### Section 3 – Powers

The Board of Directors shall have all the usual powers and duties of directors of a business corporation in the immediate government and direction of the affairs of the corporation and shall make all rules and regulations which are deemed necessary or proper for the government of the corporation, not inconsistent with the Articles of Incorporation and these By-laws.

### Section 4 – Meeting – Voting

The annual meeting of the Board of Directors shall take place immediately following the annual meeting of members.

The Board shall meet at least 6 of the 12 months of the year. The Board may have special meetings at the call of the President or any four directors.

A simple majority of the directors in office constitute a quorum for a meeting of the directors. The act of a majority of the directors at a meeting is considered an act of the Board. A vacancy occurring on the Board will be filled by the president and approved by the Board of Directors.

Notification of all Board meetings shall be given at least seven days prior to the date of such meeting and shall specify the time and place.

Every director may authorize another director to act by proxy in all matters in which a director may participate.

### Section 5 – Removal of a Director

A director may be removed a vote of three-fourths of the Directors then in office. Thirty days notice of the meeting and the specified purpose of the meeting shall be given to all directors. The director to be removed shall be afforded an opportunity to be heard at the meeting.

## **ARTICLE IV: Officers**

### Section 1 – Members and Selection

The officers shall be President, Vice-President, Secretary and Treasurer. These officers shall assume their duties after being elected at the annual meeting of the Board. Officers shall be members of the Board of Directors. They shall be elected by the Board of Directors from a slate provided by a Nominating Committee and/or by nomination by a director or member. Any vacancy in office during a term shall be filled by the Board as soon as possible, to serve out the term of the officer being replaced.

### Section 2 – Duties

The duties of the officers shall be such as usually pertain to their respective offices, or are prescribed and assigned to them respectively by the Board of Directors. The Treasurer shall supervise a review of the financial records of the organization annually and shall analyze cash flow and the budget with the Board of Directors at regular meetings.

In the absence of the President , the succession of authority shall be:

1. Vice president
2. Secretary
3. Treasurer

### Section 3 - Other officers

The Board of Directors shall have the power to appoint such subordinate officers, employees or agents, as may be necessary in its judgment for the conduct of the business of the corporation, and designate the offices' title and compensation, if any. The Board of Directors may engage an Executive Director who shall carry out programs and business policies of the Board of Directors.

### Section 4 - Responsibilities

The officers of the corporation shall use their best efforts to carry out in good faith the purposes and exercise the powers expressed in the Articles of Incorporation of the corporation in such manner as to further arts, culture and humanities in Manistee County.

### Section 5

Past presidents shall automatically continue as members of the Board of Directors for one year following their term of office even if they have already served two consecutive three-year terms.

A Board member who is completing a second three year term may be elected President and remain on the Board as a member of the Board for one year.

## **ARTICLE V: Committees**

The President may create, with approval of the Board, standing committees as needed. All chairpersons of standing committees shall be members of the Board. All Standing Committees shall submit to the Board a report at least annually, for informational purposes to summarize important work done by the committee during the past year. The president may create, with approval of the Board, ad hoc committees as needed. Chairpersons shall be members of the Board, other members may be persons from the community.

## A. Executive Committees

The Executive Committee shall consist of the elected officers and 3 additional appointees from the standing committees appointed by the President and shall exercise the powers of the Board of Directors in the interval between meetings of the Board of Directors for matters requiring emergency action before a Board meeting can be held.

A majority of the committee shall constitute a quorum. Meetings of the Executive Committee shall be called by the President, the Vice-President or Treasurer. All actions of the Executive Committee shall be reported to the full board for approval.

### **ARTICLE VI: Reports**

#### Section 1 – Fiscal Year

The fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December.

#### Section 2 – Financial Reports

A financial report shall be made to the Board of Directors by the Treasurer at each Board meeting. Additional financial reports shall be made available to the members (of the Board /public?) in such form and at such time as may be requested.

#### Section 3 – Annual Report

The President and Executive Director, if any, shall present an annual report to the Board of Directors and to the members reviewing the year ended.

### **ARTICLE VII: Disposition of Restricted Funds**

#### Section 1

In the event than any funds or property shall be received and accepted for restricted purposes, the Board of Directors shall have the responsibility of seeing that the funds or property shall be used only in accordance with such restrictions.

### **ARTICLE VIII: Financial and Property Provisions**

#### Section 1

All checks and instruments for the payment of money shall be signed for the corporation by such officers or agents as the Board of Directors shall from time to time designate for that purpose. All checks must be signed by two authorized persons.

#### Section 2

All contracts, instruments required for borrowing of money and all other legal documents to be signed for this corporation shall be signed by such officers and agents as the Board of Directors shall designate.

Subject to official Board policy by resolution, the administrators shall request express authority before signing any contract or instrument on behalf of ACAMC.

### Section 3

All disbursements of corporation funds shall be under the control of the Board of Directors.

### Section 4 – Indemnification

A. A volunteer Director (as defined in Section 110 of the Michigan Nonprofit Corporation Act) of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the Director's fiduciary duty arising under applicable law. However, this Section shall not eliminate nor limit the liability of a Director for any of the following:

- 1 A breach of the Director's duty of loyalty to the Corporation or its members.
- 2 Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- 3 A violation of Section 551 (1) Michigan Nonprofit Corporation Act.
- 4 A transaction from which the Director derived an improper personal benefit.
- 5 An act or omission occurring before January 1, 1988.
- 6 An act or omission that is grossly negligent.

A. A volunteer Director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a Director to the corporation or its members to the extent set forth in this Section 4. Any repeal or modifications of the Section 4 by the members of the Corporation shall not adversely affect any right or protection of any volunteer Director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modifications.

B. To the fullest extent permitted by Sections 561, and 562 and 563 of the Michigan Nonprofit Corporation Act, in the manner specified in and subject only to the limitations stated in said Sections, this Corporation shall indemnify all members who are parties to or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, and whether formal or informal by reason of the fact that such person is or was a Director, Officer, Committee Member or Agent of this Corporation, against expenses, attorney fees, judgments, penalties, fines, and amounts paid in settlement, actual and reasonably incurred by any such person in connection with any such action, suit or proceeding.

The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a volunteer Director (as defined in Section 119 of the Michigan Nonprofit Corporation Act) occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer Director's duties as such. Notwithstanding the foregoing, a volunteer Director shall be personally liable to the Corporation or its members for monetary damages for a breach of fiduciary duty as a Director to the extent set forth in the preceding Section, and the Corporation or its members shall not be precluded by this Section from bringing or maintaining a claim against a volunteer Director to the extent not inconsistent with the preceding Section.

Any repeal or modifications of this Section by the members of the Corporation shall not adversely affect any right or protection of any Director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

**ARTICLE IX: Amendments to By-Laws and Articles of Incorporation**

Section 1 – Procedure

These By-laws and the Articles of Incorporation may be amended by two-thirds vote at any meeting of the Board of Directors, but no amendment shall be in order at any meeting unless not less than thirty days notice of the nature of the proposed amendment shall have been given in writing to all Directors.

The general membership must be notified 30 days in advance of the Board meeting at which the By-law review will take place.

**ARTICLE X: Dissolution**

After payment of all liabilities of said corporation, such assets which remain shall be distributed to organizations which qualify as tax exempt under pertinent sections of state and federal law.

**ARTICLE XI: Conflict of Interest**

No Board member may vote upon a matter in which he or she has a direct financial interest. No Board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members. If, by vote of the remaining Board members, a conflict of interest is found to exist, the Board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

These Bylaws approved by the Board of Directors on: April 21, 2008

Bylaws approved by the membership on: July 21, 2008

Bylaws revised by the Board of Directors on: \_\_\_\_\_