

6/21/2021

**Charlevoix Circle of Arts**

109 Clinton Street  
Charlevoix, Michigan 49720

**Amended and Restated Bylaws**

Adopted June 21, 2021

***Article I. Name and Status***

The name of the organization is the Charlevoix Circle of Arts (herein referred to as CCA). CCA is a non-profit corporation organized under the laws of the State of Michigan for educational and artistic development purposes. CCA is authorized to be in all manners necessary or appropriate to qualify as a tax-exempt organization under Section 501 (c) (3) of the United States Internal Revenue Code.

***Article II. Members***

Section 1: *Member Governance*; as provided by law; CCA is governed by its members, from time to time who have the ultimate responsibility to elect the Board of Directors.

Section 2: *Categories*; any individual, family, business or organization is eligible to become a member in good standing in a category authorized from time to time by resolution of the Board of Directors. The Board of Directors establishes at least annually, the dues or membership charges for each category of membership. [Annual dues shall be payable on a calendar year basis with no proration. Dues payable during the last quarter of any year will apply to the next calendar year.]

***Article III. Meetings of Members***

Section 1: *Annual Meeting*; there shall be an Annual Meeting of Members each year held in Charlevoix County at a time and place fixed each year by the Board of Directors.

Section 2: *Notice of Annual Meeting*; notice of the Annual Meeting shall be given by mail, public notice or electronic means to each member eligible to vote not less than seven and not more than thirty days before the time fixed for the meeting. This notice shall include a slate of nominees for positions on Board of Directors.

Section 3: *Special Meeting of Members*; special meetings of members may be called at any time by the President, by a majority of the Board of Directors, or by at least twenty-five members of the Circle. Written notice of the special meeting shall be given

at least seven days in advance and such notice shall state the business to be transacted at the special meeting. No other business may be conducted at such meeting.

Section 4: *Member Voting.* Voting at any meeting of members may be in person or by written proxy. All written proxies must be supplied to the person acting as secretary of the meeting at the appropriate time. Any person holding a proxy shall register such votes with the secretary of the meeting. At all meetings of the Members, including the Annual Meeting, each individual Member may cast one vote; Member Businesses and Member Organizations shall designate a single representative to cast one vote on behalf of the Business Membership or Organization Membership; and an adult representing a Family Membership may cast one vote on behalf of the Family Membership.

Section 5: *Manner of Voting;* at any annual or special meeting of Members, Members in attendance in person shall be provided with a written ballot for the election of the Board of Directors. All other matters may be voted on by voice vote, show of hands or any other means determined by the President conducting the meeting.

Section 6: *Quorum;* the attendance by twenty-five Members, in person or by proxy, at any annual or special meeting of Members shall constitute a quorum for the transaction of business.

#### ***Article IV. Directors***

Section 1: *General;* the business, property and affairs of the Circle shall be managed by a Board of Directors. All members of the Board of Directors must be Members in good standing of the Circle. The Board of Directors shall define the duties and responsibilities of the officers of the Circle, all volunteers, the Executive Director and paid staff.

Section 2: *Election of Board Members;* the members of the Board of Directors shall be elected by the Circle Members at the Annual Meeting. If a vacancy on the Board of Directors shall occur or be created, the existing members of the Board shall elect replacement or additional Directors. At least two-thirds of the members of the Board of Directors shall be residents of Charlevoix County.

Section 3: *Number and Terms of Directors;* the Board of Directors shall consist of not less than eight nor more than 20 members who are Members in good standing of the Circle. The number of Directors who shall constitute the entire Board of Directors shall be fixed by resolution of the Board duly adopted from time to time. The term of office for any Board Member shall be three years. Membership on the Board of Directors shall be staggered to the extent practicable one-third of the entire Board shall be elected each year. Directors who have served two consecutive terms (with a partial term being included as a term for the purposes of this sentence) will not be eligible to be elected for an additional term until they have not been on the Board of Directors for three years.

Section 4: *Resignations*; any Board Member intending to resign from the Board of Directors must do so by delivering a written letter of resignation to the Executive Director for distribution to the Board. A resignation shall not be effective until accepted by the Board.

Section 5: *Removal of a Board Member*; by the affirmative vote of two-thirds of the entire Board of Directors a Board member may be removed, with or without cause. Removal shall be considered for any Director failing to attend three consecutive Board meetings without reasons deemed satisfactory by the Board. Attendance by telephone will be considered to be attendance at a meeting.

Section 6: *Board Vacancy*; any vacancy occurring by reason of resignation, removal or the creation of additional Board seats may be filled by a majority vote of the remaining Directors. Any Director so elected to the Board shall be confirmed at the next annual meeting of members for a term specified in the notice of annual meeting.

Section 7: *Attendance by Electronic Means*; directors may attend any meeting of the Board of Directors by telephone or other electronic means, provided that all Directors in attendance are able to hear the Director who is attending by telephone.

Section 8: *No Proxy Voting*; directors may not assign their voting privileges or responsibilities to any other person by way of proxy or other means.

Section 9: *Quorum*; the attendance at any meeting of the Board of Directors by at least one half of the Directors shall constitute a quorum able to conduct business.

Section 10: *Unanimous Written Consent*; the Board may act by unanimous written consent. Such consent shall become effective when; every Director has signed a counterpart of such written consent.

Section 11: *Indemnification*; to the extent it may lawfully do so, the Circle shall indemnify each Director (including each former Director) against all damages, expenses or other costs actually incurred by them in connection with the defense of any claim, action suit or proceeding in which they or any of them are made parties or a party by reason of having been a Director or Officer of the Circle, except in relation to any matter as to which such Director, former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence, intentional acts, or misconduct in the performance of his or her duties and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct. The Circle shall purchase errors and omissions insurance covering the Directors, former Directors and Officers.

Section 12: *Meetings*: The Board shall conduct meetings on a regular basis.

Section 13: *Non-Voting Board Members*; In addition to the voting member of the Board, there shall be an Emeritus Board category of nonvoting members of the

Board, with specific purpose and function. The individuals selected to serve in such capacity shall not diminish nor affect the number of voting members required for Board membership. Nonvoting members are invited to attend all regularly-scheduled Board meetings and may have the full right to engage in all matters discussed therein, except as otherwise noted.

*A. Emeritus Board;* Directors may establish an Emeritus Board to support the mission of the Circle. Membership on the Emeritus Board is restricted to retired or past members of the Board of Directors who have provided distinguished service to the organization over a sustained period of time.

*Nominations;* Any standing member of the Board of Directors can nominate individuals for membership to the Emeritus Board. Nominations must be approved by a majority vote of the standing members of the Board of Directors.

*Voting Rights;* Emeritus Board members are not voting members of the Board.

*Meetings;* Emeritus Board members are welcome to attend regular Board of Director meetings in a non-voting capacity, but are not required to do so.

*Duties and Responsibilities;* the responsibilities of Emeritus Board members are to:

1. Serve as advocates for the Circle and its mission;
2. Provide feedback to the Board of Directors and staff;
3. Provide advice and technical expertise to the Board of Directors and staff;
4. Assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the Circle; and
5. Assist and advise the Board of Directors in fundraising efforts, where appropriate.

## ***Article V. Officers***

Section 1: *Election;* the officers of the Circle shall be a President, a Vice President, a Secretary, a Treasurer and any other officers the Board of Directors shall establish from time to time. Officers shall be volunteers and shall not be paid. To the extent practicable, the officers shall be elected by majority vote of the Directors at the first Board meeting after the Annual Meeting.

Section 2: *Terms;* the terms of each officer shall be one year from the date of election or until his or her successor has been elected and agreed to serve. A person shall not serve more than two successive terms in the same office.

Section 3: *Resignation;* in order to be effective a resignation in writing shall be delivered to the Board of Directors.

Section 4: *Removal*; an officer may be removed by two-thirds vote of the entire Board, but only after the intention of taking such action has been stated in writing and delivered to each Director at least five days prior to such vote.

Section 5: *Vacancies*; any vacancy among Officers shall be filled by a majority vote of the Board of Directors.

Section 6: *Duties of Officers*; the general duties of the officers shall be as follows:

**President** – The President shall preside at meetings of the Board, the Executive Committee and the Members. The President, after consulting with the Board and the Executive Director, shall be responsible for appointing the members of all Operating Committees, including the designation of the Chair of each Operating Committee. The President shall be the primary contact with the Executive Director in order to communicate the policies enacted by the Board.

**Vice President** – The Vice President shall assume the duties of the President in the absence of the President and shall generally assist the President and perform such other tasks as the President or the Board shall request.

**Secretary** – The Secretary shall generally oversee the records of the Circle including the recording and preservation of minutes. The Secretary shall regularly consult with the Executive Director concerning the maintenance of the Circle’s records.

**Treasurer** - The Treasurer shall generally oversee the financial records of the Circle and shall give regular reports to the Board concerning the Circle’s financial affairs. The Treasurer shall oversee the insurance policies obtained by the Circle. The Treasurer shall oversee an annual budgeting process for the Circle.

#### ***Article VI. Executive Director and Staff***

Section 1: *General*; although the work of the CCA has been, and will continue to be, carried out by unpaid volunteers, the CCA will engage a full time paid Executive Director and such other full or part time personnel as may be required from time to time.

Section 2: *Executive Director*; CCA will have a full-time paid Executive Director. The Executive Director, subject to the direction of the President, shall be responsible for the day-to-day operations of the Circle and its facilities and shall provide overall leadership. The Executive Director shall keep the Board informed about important activity in the arts in the Charlevoix area and in general. The Executive Director’s duties shall include, but not be limited to, (a) assisting the Board of Directors with its agenda and its activities, (b) assisting the Committees with their work and being informed about plans, (c) recruiting volunteers and helping them be effective, (d) monitoring income and expenses and compliance with approved budgets, (e) representing the Circle in its interface with the public, (f) supporting membership

activities, and (g) carrying out such tasks as may be communicated by the President or Board from time to time. The Executive Director shall attend all meetings of each Operating Committee, to the extent practicable. The Executive Director's authority to bind the Circle to financial and other contractual obligations shall be determined by the Board from time to time.

Section 3: *Support Staff*; the Executive Director may hire such full time or part time support staff as may be authorized by the Board from time to time. Support staff shall report to and be directed by the Executive Director and not directly by the Board.

### ***Article VII. Board Committees***

Section 1: *Executive Committee*; the Executive Committee shall consist of the current officers of the Circle, *i.e.* the President, the Vice President, the Secretary and the Treasurer. The Executive Committee may, to the extent permitted by law, by resolution duly adopted exercise all powers of the Board between meetings of the Board of Directors. Any action taken by the Executive Committee must be reported to the Board and be ratified at the next duly constituted meeting of the Board of Directors.

Section 2: *Ad Hoc Committees*; the Board of Directors may from time to time create *ad hoc* committees consisting only of Board Members to perform specified tasks. An *ad hoc* committee shall have such power and authority as described in the resolution creating such committee.

### ***Article VIII. Operating Committees:***

Section 1: *General*; the actual work of CCA in accomplishing its mission has in the past and will in the future be conducted by Operating Committees consisting primarily of volunteers. Operating committees will not be committees of the Board in a legal sense and will not have the power to bind CCA in to any financial or other contractual obligations. It is the job of the Executive Director to work with each Operating Committee in order to provide coordination of programs among committees and support for the programs of such Operating Committee. Each Director will be expected to serve as a member of at least two Operating Committees. Director members of an Operating Committee may, but need not, act as Chair of an Operating Committee of which they are members.

### **Section 1: Finance & Facilities Committee**

The Finance Committee will oversee the financial affairs of the CCA. It will lead the preparation of the Annual Budget at the beginning of each fiscal year depending on information supplied by the Executive Director and the other operating committees. It will submit the Annual Budget to the Board of Directors for review and approval. It shall monitor cash flow and expenses on a monthly basis, and shall report periodically to the full Board adherence to the Annual Budget. Minor deviations from the adopted

Annual Budget may be approved by the Finance Committee. Significant deviations shall be contained in an amendment to the Annual Budget, which will be prepared and submitted to the full Board by the Finance Committee. The Treasurer will be a member of the Finance Committee.

The Facilities Committee provides advice and counsel to the Board generally, and the Finance Committee in particular regarding priorities and plans for:

- Ongoing and deferred maintenance
- Repairs
- Restoration
- Remodeling
- Additions of and to the CCA's physical plant and grounds

### **Section 2: Exhibits Committee**

The Exhibits Committee shall work with CCA staff to create a varied series of exhibits to appeal to a broad range of CCA's viewing public. Because of the associated logistics, the Committee should make every effort to create a schedule at least 18 months in advance of execution.

### **Section 3: Development Committee**

The Development Committee reviews, recommends, and conducts fundraising initiatives that focus primarily upon annual donations and memberships to CCA, special events, and grant application opportunities. It shall also develop policies regarding gift solicitation, recognition, and stewardship, and at an appropriate time extend its gift menu to deferred giving and endowment.

### **Section 4: Nominating Committee**

- Identifies, cultivates, and recruits prospective Board members
- Re-nominates sitting Board members
- Facilitates self-assessment and training as well as the orientation of incoming members to the Board

The Committee's engagement efforts are to be focused people of stature in the community who are or have been experienced business or professional persons. Interest and background in the arts is highly desirable as is previous non-profit Board experience and other community involvement. Collegial temperament and the willingness to work within the Circle's Board structure are requirements.

### **Section 5: Education Committee**

The Education Committee shall supervise the development and implementation of arts appreciation classes and lectures designed for youth and adult audiences. Appeal

in each instance is the attractiveness of the subject matter, quality of the instruction, presentation, and affordability. Tuition should be attractively priced, and every effort made to secure generous financial support for those families in need of assistance.

***Article IX: Fiscal Matters***

Section 1: *Fiscal Year*; the fiscal year of CCA shall end on December 31 of each year. The fiscal year end date may be changed by resolution of the Board of Directors.

Section 2: *Execution of Instruments*; all checks, drafts and orders for payment of money and all contracts shall be signed in the name of CCA by such officers or other persons as the Finance Committee shall designate. In the absence of any special designate, checks over \$1,000 (if not pre-approved by Board of Directors in budget) and all checks over \$2,500 shall be signed by any two of the President, Vice President, Treasurer, Secretary or the Executive Director.

Section 3: *Annual Review*; each year the Board of Directors shall consider the necessity or appropriateness of having the CCA's financial statements reviewed or audited by an independent CPA firm.

***Article X. Tax Exempt Status:***

Section 1: *Internal Revenue Code*; CCA will operate in a manner that it will continuously qualify as a tax-exempt organization under Section 501 (c)(3) of the U.S. Internal Revenue Code in order that contributions to the Circle may be deductible by donor to the extent provided by law for state and federal income tax purposes.

Section 2: *Conflicts*; no part of the net earnings of CCA shall inure to the benefit of, or be distributed to, its members, officers or other private persons. CCA may pay reasonable compensations for services rendered.

Section 3: *Solicitation or Political Activity*; no activities of CCA shall be designed to promote, propagandize or otherwise attempt to influence legislation and CCA shall not participate in any political campaign on behalf of any candidate for public office.

***Article XI Amendments:***

These Bylaws may be amended by an affirmative vote of two-thirds of the Directors present at any properly called Board Meeting, provided that written notice of such proposed amendment shall have been sent all of the Directors at least seven days before such meeting.