

# BYLAWS OF THE MISSOURI CITIZENS FOR THE ARTS

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# BYLAWS OF THE MISSOURI CITIZENS FOR THE ARTS

## ARTICLE I

### OFFICES

Section 1. Offices: The principal office of the corporation shall be located in the City of St. Louis or such other place in the State of Missouri as the board of directors may designate. The corporation shall also maintain a registered office and registered agent at such location in the State of Missouri as the board of directors may designate. The corporation may have such other offices within the State of Missouri as the board of directors may determine.

## ARTICLE II

### MEMBERS

Section 1. Membership: The membership shall be composed of organizations, including corporations, which pay dues as fixed from time to time by the Board of Directors.

Section 2. Voting Rights: Each organization shall have one (1) vote on all matters submitted to it by the board of directors.

Section 3. Meetings: The annual meeting of the members shall be on the date and at the place and time designated by the executive committee. Special meetings of the members may be called by the president or by the executive committee.

Section 4. Notice of Meetings: At least thirty (30), but not more than sixty (60) days written notice shall be given of any annual or special meeting of the members. The notice shall specify place, date and hour of the meeting. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members and notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

Section 5. Responsibilities: The members elect the board of directors from a slate submitted by the nominating committee via written ballot. The vote shall be ratified at the annual meeting of the membership.

Section 6. Quorum: A quorum for all meetings of the members shall be those present and voting.

Section 7. Electronic Communications and Signatures: Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to

the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation’s Directors may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

Section 1. General Powers: the affairs of the corporation will be governed by its board of directors.

Section 2. Number, Qualification and Tenure: The Board of Directors shall be not less than fifteen (15) or more than thirty (30) in number. At least one (1) director shall be elected from each of the seven (7) geographical regions in the state (St. Louis, Kansas City, Northwest, Northeast, Central, Southwest and Southeast). Directors shall be nominated by the nominating committee and elected by the members. The Board of Directors shall be elected to serve a term of three (3) years, in such a manner that one-third (1/3) shall be elected each year. A Director may serve two (2) successive terms and then may not be re-elected without a one (1) year interval.

Section 3. Vacancies: Any vacancy occurring in the Board may be filled by nomination from the president, with the affirmative vote by the executive committee. Any person approved to fill a vacancy arising within the first term of their predecessor's term shall count that term as term one and may be nominated for one (1) additional 3-year term thereafter. Any person approved to fill a vacancy arising in the second term of their predecessor shall not count the remaining term as a full term and may serve for two (2) additional 3-year terms after completing the partial term.

Section 4. Meetings: The board of directors shall meet at least once a year, following the meeting of the members, to elect officers for the ensuing year and to conduct such other business as may come before the meeting. The executive committee may call other meetings of the board of directors as necessary.

Section 5. Notice of Meetings: At least seven days notice shall be give of meetings of the board of directors.

Section 6. Quorum: A quorum for transaction of business shall consist of one-third (1/3) of the members of the Board of Directors. Business shall be transacted by a majority vote of all directors present.

Section 7. Compensation: Directors as such shall not receive any stated salaries for their services as directors, but nothing herein contained shall be construed to preclude any director from receiving reimbursement of actual expenses incurred by reason of representing the corporation.

Section 8. Action by Consent: If the directors of the corporation, acting without a meeting, shall severally or collectively consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a majority vote of the directors at a meeting duly held. Any certificate in respect of action taken by the written consent of the directors shall state majority vote of the directors at a meeting duly held. The existence of one or more vacancies on the board of directors shall not affect the ability of the directors in office to act by majority written consent as provided herein.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Officers: The Officers shall be a president, first vice-president, secretary, treasurer, a vice-president from each geographic region in the state, and such additional assistant secretaries, assistant treasurers and other officers as the executive committee may deem desirable.

Section 2. Election and Tenure: The officers shall be elected by the board of directors at the regular annual meeting of the board of directors for a term of one (1) year. New offices maybe created and filled at any meeting of the executive committee, subject to the action of the board of directors at its next annual meeting.

Section 3. Removal: Any officers elected or appointed maybe removed by the executive committee whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the executive committee for the unexpired portion of the term. The president may appoint acting officers to serve until the executive committee may fill the vacancy.

Section 5. President: The president shall be the principal executive officer of the corporation; shall in general supervise and control all of the business and affairs of the corporation; shall preside at all meetings of the members, the board of directors and executive committee; and shall perform all other duties as may be prescribed by the board of directors.

Section 6. First Vice-President: In the absence of the president or in the event of his inability or refusal to act, the first vice-president shall perform the duties of the president, and then so acting, shall have all the powers of and be subject to all the restrictions upon the president. S/He shall perform such other duties as from time to time may be assigned to her/him by the president or executive committee.

Section 7. Secretary: The secretary shall record all votes and the minutes of all proceedings of the members, board of directors and executive committee. S/He shall cause to be given notice of all meetings of the board of directors and shall perform such other duties as from time to time may be assigned to her/him by the president or executive committee. S/He shall attest the signatures of authorized officers of the corporation on any instrument requiring attestation.

Section 8. Treasurer: The treasurer shall have the supervision of all monies, securities and other valuable properties of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it. S/He shall cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the executive committee. S/He shall render to the president and directors, whenever required, a written detailed account of his transactions as treasurer and of the financial condition of the corporation, including a statement all its assets, liabilities, and financial transactions. S/He shall further perform such other duties as the president or board of director's assigns and such other duties as usually pertain to the office of the treasurer. The treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or corporation, or the supervision of which is delegated by the board of directors to any other corporation, or the supervision of which is delegated by the board of directors to any other officer, agent or employee, or for the performance of any other duties of the treasurer delegated for any actions of any other officer, agent or employee of the corporation. The treasurer and each assistant treasurer may be bonded for the faithful performance of their duties, in such amounts, and by such surety, as the board of directors may require.

Section 9. Regional Vice-Presidents: In the order determined by the executive committee and following the first vice-president, the regional vice-presidents shall perform the duties of the president and such other duties as from time to time may be assigned to her/him by the president or executive committee.

## **ARTICLE V**

## **EXECUTIVE COMMITTEE**

Section 1. General Powers: The executive committee shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, the executive committee may not:

- (1) Authorize distributions to members, directors, officers, agents, or employees, except in exchange for value received;
- (2) Approve or recommend to members merger, dissolution, or the sale, pledge or transfer of all or substantially all of the corporation's assets; or
- (3) Adopt, amend or repeal the articles of incorporation or by-laws; or
- (4) Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it should not be amended, altered or repealed by such committee.

Section 2. Qualification and Tenure: The executive committee shall consist of the officers of the corporation, the chairman of the advisory committee and additional directors the president may, in his discretion, appoint to serve. Each member shall serve until the next annual meeting of the board of directors.

## **ARTICLE VI**

### **OTHER COMMITTEES**

Section 1. Nominating Committee: The nominating committee shall be chaired by the first vice-president. This committee shall meet annually at least thirty (30) days in advance of the annual meeting of the members to nominate directors to be voted on by the members and officers to be voted on by the board. The Board of Directors shall be elected by majority vote through written ballot prior to the Annual Meeting of the Association. Written nominations may be submitted to the Nominating Committee no later than thirty (30) days prior to the Annual Meeting. The nominating committee will prepare a slate of Director candidates which will be sent in writing to the members who will submit votes prior to the Annual Meeting of the Membership and ratified at the Annual Meeting. The nominating committee will prepare a slate of Office candidates which will be sent in writing to the board who will submit votes prior to the Annual Meeting of the Board of Directors. In addition to the first vice-president, the committee shall be comprised of two (2) Directors and one (1) non-Board member.

Section 2. Standing Committees

A. Finance Committee: The finance committee shall consist of at least three (3) and no more than five (5) members appointed by the executive committee. The finance committee shall work with the executive director in preparation of the annual budget, shall review the finances of

the organization on a regular basis, shall make recommendations to the board, and shall be responsible for and shall assist the executive director in planning and implementing plans for the acquisition of all contributing income necessary to the financial stability of the organization. The treasurer shall serve as a voting member of this committee. \*

B. Organizational Development Committee: The organizational development committee shall consist of at least three (3) and no more than five (5). The committee is responsible for the development and implementation of strategies to secure memberships throughout the state of Missouri. The committee also periodically reviews the bylaws and policies of the organization.

C. Personnel Committee: The personnel committee shall consist of at least three (3) and no more than seven (7). This committee shall meet annually to review and evaluate the performance of the Executive Director. This committee shall periodically review the Personnel Policies, Contracts, Employee Benefits, Employee Policies and other personnel-related items. This committee is also empowered to hear grievances by organization employees. Any issue upon which a satisfactory agreement cannot be reached by this committee and an employee may be appealed to the full board.

D. Advocacy Committee: The advocacy committee shall consist of at least three (3) and no more than seven (7). This committee shall meet periodically to determine the organization's advocacy agenda, advocacy message and promote what is important to the organization. The advocacy committee evaluates the organization's message to inform policy-makers and decision-makers about what the arts contribute to communities and their constituents.

E. Advisory Board: An Advisory Board may be appointed by the President, with the consent of the Board of Directors. The Advisory Board, if appointed, should consist of three or more persons who may be members of the organization, but shall not be currently serving on the Board of Directors. The purpose of the Advisory Board will be determined at the time of its appointment, based on the needs of the organization at that time. The chairman of the advisory board shall be a non-voting member of the Executive Committee.

F. Additional Committees: The president may appoint members to and designate the chairman of additional committees as may be desirable. Appointments shall be reasonably representative of the corporation's geographical regions.

Section 4. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the board of directors.

Section 5. Vacancies: Vacancies may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum: Twenty-five (25) percent of a committee shall constitute a quorum and the act of the majority of the members present shall be the act of the committee.

## ARTICLE VII

## **EXECUTIVE DIRECTOR**

The executive committee may name and employ an executive director who shall have general direction of and supervision over the day-to-day affairs of the corporation. S/He shall exercise such authority and perform such duties as the executive committee may from time to time assign to her/him. S/He will be an ex-officio member of all committees.

## **ARTIVE VIII**

### **AMENDMENTS**

Section 1. Bylaws: These bylaws may be altered, amended, supplemented, or repealed and new bylaws may be adopted by a majority of the board of directors present at any meeting of the board of directors at which there is a quorum or by written consent of all directors in office as provided in Article III, Section 8 of these bylaws. At least seven (7) days written notice shall be required of intention to alter, amend, supplement or repeal or to adopt new bylaws at a meeting of the board of directors.

Section 2. Articles: The articles of incorporation may be amended by a majority of the board of directors present at any meeting of the board of directors at which there is a quorum or by written consent of all directors in office as provided in Article III, Section 8 of these bylaws.

## **ARTICLE IX**

### **MISCELLANEOUS**

Section 5. Indemnification

- A. The corporation shall indemnify, to the full extent that it has the power to do so under the laws of the state of Missouri, any persons who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The

termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

- B. The corporation shall indemnify, to the full extent that it has the power to do so under the laws of the state of Missouri, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or to the best interest of the corporation; except that no indemnification shall be made in respect or any claim, issue the matter as to which such person shall have been adjudged to be liable for negligence or misconduct in his performance or duty to the corporation, unless and only to the extent that the court in which action or suit was brought, determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- C. To the extent that a directors, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Section 5 Article IX, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- D. Any indemnification under Subsections A and B of Section 5 of this Article IX, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of the quorum consisting of directors who are not parties to the action, suit or proceeding, or if such a quorum is not attainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt and undertaking by or on behalf of the director, officer employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

- F. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the articles of incorporation, by-laws, or any agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and his action in another capacity while holding such office, and shall continue as to a person who as ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.
- G. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article IX. \*

Section 6. Other Matters: Wherever not otherwise provided in the bylaws, the internal affairs of the corporation shall be governed by the procedures established in the General Not for Profit Corporation Law of the State of Missouri.

Section 7. Earnings and Activities: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its individual members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered, and make payments and distribution in furtherance of the purposes set forth in the preamble hereof. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activity not permitted to be carried on by an association exempt from Federal income tax under Section 501 (C)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.

Section 8. Debts and Obligations, Creation of: No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any officer, or employee, or agent of the corporation or other person, and no money shall be appropriated or paid out of the funds of the corporation, and no contract or other act whatsoever of any officer or employee or agent of the corporation, or other person, by the terms or result of which any debt or obligations whatsoever is created or attempted to be cared, shall be in any manner binding upon the corporation, unless the same by authorized by provision therefore in the budget of the corporation, or unless the same is either authorized and directed or ratified by the Board of Directors or executive committee in regular meeting or special meeting called for that purpose.

Section 9. Rules of Order: Roberts Rules of Order, Revised shall govern all the proceedings of the members, the Board of Directors, the executive committee, and all committees where not otherwise expressly provided herein. \*

Section 10. Contracts: The board may authorize any officer or officers, agent or agents or employees to enter into any contract or to execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. \*

Section 11. Loans: No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances. \*

Section 12. Checks, Drafts and Other Orders: All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

Section 13. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select. \*

Section 14. Investments and Earnings: The corporation shall have the right and responsibility of using, retaining, investing and reinvesting all or any part of any securities, monies, properties or funds acquired or held by it in whatever manner according to the judgment of the board, without restriction of any kind, provided that the intent of the donor is honored and provided further that no action shall be taken by or on behalf of the corporation if such action is prohibited transaction or would result in the denial, suspension or revocation of tax-exempt status under the United States Internal Revenue Code, as it now exists or may hereafter be amended, for the corporation. \*

Section 15. Gifts: The board of directors may accept, on behalf of the corporation, any contribution, gift, bequeath or devise, in trust or otherwise, for the general purposes or for any special purpose of the corporation. \*