

BYLAWS OF THE

Creative Arts Council

April 2021 Revision

ARTICLE I. NAME, PURPOSE, AND MISSION

Section 1.01. The name of the organization is **Creative Arts Council**.

Section 1.02. **The Creative Arts Council (CAC) is a charitable nonprofit corporation registered in the state of Montana whose purpose is to advance human development programs in North Lincoln County and recognized by the IRS as a 501(c)3.**

Section 1.03. **The Members of the CAC believe that the study and practice of art are essential to being a more balanced individual and contributor to society and the world.**

Section 1.04. **The mission of the CAC is to provide opportunities for attaining knowledge and skills that promote well-balanced human development, thus advancing a sense of community, and outlets for expression, through involvement in a variety of art programs.**

Section 1.05. **The CAC is the owner and operator of the Creative Arts Center (aka 'Art Center' or CAC 'Facility' or 'building') which is a building used to carry out our mission in Eureka, Montana. At times the CAC hires paid staff for tasks including but not limited to directing CAC Facility operations and facilitating programs. If there is paid staff they are responsible to the CAC Board of Directors. A member of the CAC Board will be appointed as a liaison between any paid staff and the Board for dealing with business transactions that do not require full board approval. This person must be available for helping with trouble-shooting and will be the one who is contacted about staff absences due to illness and emergencies or will select an alternate from the CAC Board if they are not available.**

ARTICLE II. CREATIVE ARTS COUNCIL MEMBERSHIP

Section 2.01. **Eligibility for membership: The Creative Arts Council is a membership organization. Membership, also referred to as "General Membership" is granted after completion and receipt of a membership application and annual dues.**

Section 2.02. **Public Relations - CAC members must present and encourage a positive and professionally courteous image of the CAC both at the CAC Facility and in public.**

Section 2.03 Annual Meeting for CAC Members: An annual meeting will be held for the purpose of election of CAC Board of Directors Executive Committee officers and disseminating information about activities and issues of policy held by the CAC. The meetings shall be conducted at the corporation's principal facility or at such place in North Lincoln County, Montana, as the Board of Directors may provide by resolution. All members are encouraged to attend. The Annual Meeting shall be open to the public with notice made available to the public of the time and place. Only CAC eligible* Members will be permitted to vote.

*Current eligibility policy established by the CAC Board by resolution on 4/14/21, pursuant to Section 4.10 Non-voting membership, states "we adopt a policy to allow 1 vote per individual membership and up to 2 adult (18 or over) members of a family membership to be eligible to vote. Minors would not be eligible. Voting memberships must be up to date and "temporary" memberships would not qualify."

Section 2.04 Rights of members: Each CAC Member shall have voting rights within the CAC to cast a vote in annual corporate elections and for appropriate ballot issues presented at the annual meetings of the CAC.

Section 2.05 CAC Membership Privileges and Benefits: CAC Members are entitled to participate in fee based programs sponsored by the CAC. Non-members can participate in fee based programming sponsored by the CAC only if they pay an additional fee as a "temporary membership". CAC Members can propose to design, offer and implement arts-related programming subject to approval by the CAC Board of directors. CAC Members are eligible to apply for positions on the CAC Board of Directors.

Section 2.06 Resignation and termination: A CAC Member's membership terminates when annual dues are no longer being paid or by filing a written resignation with the board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

ARTICLE III. OFFICES

Section 3.01. The corporation shall have its principal executive office in North Lincoln County, Montana.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 CAC Board role, size, and compensation: The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have no fewer than 6 members. The board receives no compensation other than reasonable expenses.

Section 4.02 Terms: All CAC Board members shall serve at least one 2-year term. There are no term limits for board members.

Section 4.03 Meetings: The board shall meet at least monthly, at an agreed upon time and place. These meetings shall be open to the public with notice made available to the public of the time and place.

Section 4.04 CAC Board elections: New officers and current officers shall be elected or re-elected by the eligible voting members of the organization at the annual meeting. Officers will be elected by a simple majority of members attending the annual meeting.

Section 4.05 Election procedures: Annually, a Board Development Committee shall be responsible for nominating a slate of prospective officers representing the corporation's diverse constituency. In addition, any CAC member can nominate a candidate to the slate of nominees through the Board Development Committee subject to eligibility.

Section 4.06 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer who will function as the Executive Committee. In order for someone to be eligible for an Officer position they must first be a member of the CAC Board of Directors. Application to become a board member can be made during the annual board development process, if needed, up to the point when officer nominees are announced. Applicants who wish to be considered for nomination as officers must be accepted as a CAC Board member prior to voting at the annual meeting. All officers shall serve at least one 2-year term and can be re-elected at the CAC Annual Meetings for up to two additional terms. If they wish, their term can be extended by election beyond this 6 year limit if there are no other eligible candidates. Their duties are as follows:

Chair: shall convene regularly scheduled board meetings, shall approve the final agenda before the meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair is also responsible for overseeing general operations and seeing that the decisions of the Board are being met. If the Chair is not the liaison between the board and paid staff, he/she shall be cc'd in all transactions between the liaison and staff.

Vice-chair: shall oversee all committees and ensure that their tasks and purposes are being accomplished as designated by the Board.

Secretary: shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained and filed in both the virtual office online and hard copies in the physical office and will liaison with facility director(s) to optimize maintenance of corporate records.

Treasurer: shall make a report at each board meeting. The treasurer shall chair the

finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 4.07 Vacancies: When a vacancy of an officer exists mid-term, the Secretary, or in the absence of a Secretary, the Chair or any other member of the Executive Committee, must receive nominations for interim officers from present board members two weeks in advance of the current board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular vacant officer's term.

Section 4.08 Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to more than two unexcused absences from board meetings in a year. A board member may be removed for other, substantiated reasons by a three-fourths vote of the remaining directors.

Section 4.09 Indemnification: The corporation has the power to indemnify any person who is or was a director, officer, employee, or other agent of this corporation or of its predecessor, or is or was serving as such of another corporation, partnership, joint venture, trust, or other enterprise at the request of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, as provided in the Montana Corporation Code, as that section now exists or may hereafter from time to time be amended to provide.

Section 4.10 Non-voting membership: The Board of Directors shall have the authority to establish and define voting and non-voting categories of membership.

ARTICLE V. BOARD MEMBERS MEETINGS

Section 5.01. Place of Meetings: Meetings of the members of the Board of Directors shall be held at the corporation's principal executive office or at such place in North Lincoln County, Montana, as the Board of Directors may provide by resolution.

Section 5.02 Notice of Board Meetings: An official board meeting requires that each Board Member receive written notice, stating the place, day, hour and purpose of the meeting, and shall be delivered not less than seven (7) days before the date of the meeting, either personally, by mail or electronically, by or at the direction of the Secretary, or upon a default in duty of the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid. Additions to the meeting agenda can be made by any Board member no later than two days prior to the meeting. Board members unable

to attend the meeting are required to notify the Secretary or another member of the Executive Committee of their planned absence. The failure of any member to receive notice of an annual, monthly or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 5.03 Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member preferably two weeks in advance if, depending on urgency of purpose, circumstances permit.

Section 5.04 Quorum: The presence of a majority of all of the Directors shall constitute a quorum at any meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. In the case of an even number of directors to establish a quorum or in voting, 50% will be accepted as the majority.

Section 5.05 Voting: Except as otherwise provided in the Articles of Incorporation, by agreement, or by the Corporation Law, Board members at the close of business on the record date are entitled to notice and to vote.

In the event that a vote is required between scheduled board meetings, a vote can be called by the Chair or Chair of a committee via email. In the event that the vote regards approval of a program proposal at the CAC Facility which would occur before the next scheduled board meeting, the Facility Director may call for the vote. The result will be noted in the minutes of the next meeting. Email voting will be limited to members of the Board of Directors, shall have a time limit stated in the call for votes, and include the word "VOTE" in the subject line. At least fifty percent of current Board members must respond before the result can be validated by a majority vote of respondents. No email voting by proxy shall be permitted.

Section 5.06 Adjournment: A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 5.07 Conduct of Meetings: The Chair of the Board, or in his/her absence, any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Board members may participate in any such meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Such participation constitutes personal presence at the meeting.

Section 5.08 Order of Business: The order of business at meetings shall be as follows, unless the notice of such meeting provided otherwise:

- a. **Call to order.**
- b. **Announcement of a quorum.**
- c. **Reading, or waiver thereof, and approval of minutes of the previous meeting.**
- d. **Announcements.**
- e. **Reports of officers and Facility Director.**
- f. **Reports of committees.**
- g. **Old or unfinished business and new business.**
- h. **Next meeting date.**
- i. **Adjournment.**

ARTICLE VI. COMMITTEES

Section 6.01 Committee formation: The board may create committees as needed for annual and recurring events, fundraising, public relations, data collection, etc. Committee members can be drawn from general CAC membership, however committee chairs must be members of the CAC Board of Directors. Each committee will be responsible for designating its chair who will be responsible for scheduling meetings of the committee and reporting to the board. Each committee will also designate someone to take notes at their meetings. Notes will be recorded in that Committee's folder in the virtual office.

Section 6.02 Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, subject to ratification by the full Board.

Section 6.03 Finance Committee: The treasurer is the chair of the Finance Committee, who has the authority to request additional board members for this committee as needed. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VII. EXECUTION OF INSTRUMENTS

Section 7.01 The Board of Directors may, in its discretion, determine the method and by resolution designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

ARTICLE VIII. FISCAL YEAR

Section 8.01 The fiscal year for the corporation will commence each January 1 and terminate December 31.

ARTICLE IX. MISCELLANEOUS

Section 9.01 Procedure for all meetings: The precedence of, and procedure on, motions and other procedural matters at such meetings shall be governed so far as practicable by Robert's Rules of Order insofar as such rules are not inconsistent with law, with the corporations articles of Incorporation, these Bylaws, or with the Boards resolutions.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of the Creative Arts Council.
2. The attached Bylaws are the Bylaws of the Corporation approved by the Board of Directors on April 14, 2021 at a meeting duly held.

Date: _____

Petronella G Allen Petronella G Allen

CAC, Secretary

Signatures of Quorum in approval of Bylaws:

Mary Hand Chair Gary Henderson

Sarah Quilling Vice-Chair SARAH QUILLING

Jane Mino JANE MINO
Treasurer

Karin Lamb KARIN LAMB
Board member

Nora What
Board member

Cheryl Bressi Cheryl Bressi
Board member

Mandi Truman mandli Truman
Board member

Board member

Board member

Board member

Board member

Board member

Board member