

**Amended and Restated Bylaws  
Thunder Bay Arts Council, Inc.  
September 11, 2017**

**ARTICLE I – NAME**

The legal name of this corporation shall be Thunder Bay Arts Council, Inc. hereafter referred to as the Council.

**ARTICLE II – PURPOSE**

The purpose of the Council shall be to operate exclusively as a charitable educational non-profit corporation by fulfilling the mission and philosophy of the Council.

**MISSION**

*The mission of Thunder Bay Arts Council, Inc. is to promote, support, and preserve the arts through performance, education, and leadership.*

**PHILOSOPHY**

- Thunder Bay Arts Council believes “The Arts Make a Lasting Difference” in the life of each member of our community
- Thunder Bay Arts Council is dedicated to increasing awareness and involvement in the arts throughout Northeast Michigan
- We provide enrichment opportunities across generations, including children, youth and adults regardless of sex, creed, race, or handicap (physical condition)
- We sponsor an annual program of events and activities highlighting an array of musical, performing and visual arts of local, state and national interest to the region
- We provide leadership in promoting and marketing the arts and in building collaboration with other arts and cultural organizations to maximize community impact
- We work to preserve the arts by operating in a fiscally responsible manner

**ARTICLE III – MEMBERSHIP**

**Section 1 – Qualifications**

Any individual or organization interested in cultural activities in Alpena and its surrounding areas is eligible for membership on the Council. Purchase of a season TBArts Pass confers membership in the Council.

**Section 2 – Rights**

- 3.2.1 Every member shall have the right to participate in all Council activities.
- 3.2.2 Voting rights shall consist of one (1) vote per membership at the Annual Meeting only.

### **Section 3 – Meetings**

An Annual Meeting of the Council will be held in September of each year at which time nominees for the Board of Directors and officers will be elected in addition to unveiling the upcoming season's program.

### **Section 4 – Discontinuation of Membership**

Non-renewal of a season TBArts Pass will be considered resignation from membership in the Council with all membership rights suspended, including voting rights.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1 – Number**

The Board of Directors, hereafter referred to as the Board, shall consist of not less than seven (7) or more than thirty (30) members of the Council and shall include the President, Vice-President, Second Vice-President, Secretary and Treasurer.

### **Section 2 – Terms of Office**

- 4.2.1 Directors shall be elected by the general membership of the Council based on the recommendation of the Nominating Committee at the Annual Meeting to serve a term of three (3) years. It is recommended that roughly one-third (1/3) of the Directors be elected to replace retiring Directors in order to maintain staggered rotation of cohorts serving on the Board.
- 4.2.2 Directors will be elected for no more than three (3) consecutive terms. An individual may return to the Board after one (1) year of absence from the Board.
- 4.2.3 With a vote of two-thirds (2/3) of those Directors voting, a Director may be removed from the Board upon three (3) consecutive unexcused absences from meetings of the Board.
- 4.2.4 Any vacancy shall be immediately filled by the Board.

### **Section 3 – Powers**

The Board shall have all the usual powers of directors of a business corporation and the immediate government and direction of the affairs of the Council. They shall make all rules and regulations which they deem necessary or proper for the government of the Council and for the due and orderly conduct of its' affairs and the management of property consistent with the Articles of Incorporation of the Council.

### **Section 4 – Duties of Directors**

Directors shall,

1. Be a member of the Council by purchasing a season TBArts Pass for each year serving as a Director.

2. Be an active advocate of the arts and activities of the Council by fulfilling the Council's mission and philosophy.
3. Attend all Board meetings, regular or special.
4. Notify the office, prior to a Board meeting, if unable to attend.
5. Participate in the activities/events of the Council.
6. Participate in the governing the Council through membership on one (1) operational committee during the first year of any three-year term of a new board member, and on one (1) operational and two (2) project committees each year thereafter. (September 11, 2017)
7. Refrain from accepting pay for any services related to the Council activities/events.

### **Section 5 – Meeting and Voting**

- 4.5.1 The Board shall meet monthly during the fiscal year beginning in September.
- 4.5.2 Special meetings may be called by the President or any three (3) Directors.
- 4.5.3 Each Director shall have one (1) vote.
- 4.5.4 All decisions shall be by simple majority, one (1) more than one-half (1/2) of those voting.
- 4.5.5 Voting may be by proxy.

### **Section 6 – Quorum**

A quorum for the transaction of business at all Board, project, operational or ad hoc committee meetings of any kind shall consist of one third (1/3) of the Board or committee members then so serving. (September 11, 2017)

### **Section 7 – Liability**

A Director of this corporation shall not be held personally liable to the corporation or members for monetary damages for breach of the Directors' fiduciary duty. However, the provision shall not eliminate or limit the liability of a Director for any of the following:

- a. A breach of the Directors duty of the loyalty to the corporation or its shareholders or members
- b. Acts of omission not in good faith or that involve intentional misconduct or a knowing violation of law
- c. A violation of Section 551 (1) of Act 162 of the Public Acts of 1982, as amended
- d. A transaction from which the Director derived an improper personal benefit
- e. An act of omission occurring before January 1, 1988
- f. An act or omission that is grossly negligent

**WHEREAS**, this corporation has been designated as a tax exempt organization under Section 501 © (3) of the Internal Revenue Code, the corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer direction occurring out of the performance of the Directors duties on or after January 1, 1988.

## **ARTICLE V – OFFICERS**

### **Section 1 – Officers**

The elected officers of the Council/Board shall be President, First Vice-President, Second Vice-President, Secretary and the Treasurer.

### **Section 2 – Term of Office**

- 5.2.1 The officers of the Council/Board shall be elected from the Board by the general members of the Council during the Annual Meeting and shall assume their duties at the end of the meeting.
- 5.2.2 A simple majority, one (1) more than one-half (1/2), of votes cast are necessary for election to each office.
- 5.2.3 The term of each officer shall be for two (2) years and each may be elected for up to three (3) consecutive terms. The Treasurer is exempt from all term limits.

### **Section 3 – Duties of Officers**

5.3.1 President(s) shall,

1. Act as the Executive Officer of the Council and Board.
2. Conduct all meetings of the Council and Board according to Robert's Rules of Order.
3. Be an ex-officio member of all committees except the Nominating Committee.
4. Prepare and publish an agenda for meetings of the Council and the Board.
5. Oversee activities of the Council/Board.

5.3.2 First Vice-President shall,

1. Assume the duties of the president when necessary.
2. Serve as chair of the Community Showcase Series Committee and oversee the general activities and events of the project committees.
3. Assume the office of president should it become vacant, serving the unexpired portion of the president's term.

5.3.3 Second Vice-President shall,

1. Oversee the administrative activities of the Long Range Planning Committee, Finance/Grants/Revenues Committee, Nominating Committee, and Bylaws.
2. Assume the duties of the president in the absence of the president and the First vice-president.

5.3.4 Secretary shall,

1. Keep accurate records of all regular Council meetings, of all Board meetings, Executive Committee meetings, and all special meetings deemed necessary by the President.
2. Keep a continuing record of the Directors of the Board.
3. Be responsible for official correspondence of the Board.

5.3.5 Treasurer shall,

1. Pay all bills authorized by the President(s).
2. Be responsible for keeping accurate records of all receipts and disbursements of the corporation.
3. Deposit all money received in a federally insured bank or credit union in Alpena under the name of Thunder Bay Arts Council, Inc..
4. Report on the finances for the fiscal year at the Annual Meeting.
5. Present a current financial statement at all regular meeting of the Board.
6. Serve as an ex-officio member of the Finance/Grants/Revenue Committee.

#### **Section 4 - Vacancies of Officers**

Vacancies in an elective office may be filled at a regular meeting of the Board by a simple majority, one (1) more than one-half (1/2), of the Directors present.

### **ARTICLE VI – COMMITTEES**

#### **Section 1 - Operational Committees**

6.1.1 Executive Committee shall,

1. Comprise the offices of President, First and Second Vice-Presidents, Secretary and Treasurer.
2. Meet bi-monthly at a minimum.
3. Make necessary business decisions between regular Board meetings.
4. Maintain a quorum of four (4) for conducting official business.
5. Maintain institutional history and official documents of officers, administrative assistants, directors, programs and outstanding activities.
6. Engage with various operational and project committees to fulfill the Council’s mission and activities.
7. Plan the Annual Meeting.
8. Conduct annual performance review of an Administrative Assistant when one is employed by the Council.
9. Establish employment contract(s) each year in September.
10. Along with Finance/Grants/Revenue Committee, pursue grant/corporate/business sponsorship in February, June, and November of each year.

6.1.2 Long Range Planning Committee shall,

1. Comprise at least three (3) Directors, one (1) of whom shall be the Second Vice-President.
2. Select a chairperson among the committee members.
3. Plan for the future of the Council.
4. Consider factors such as program attendance, organizational and regional needs to guide long range planning for programming and fiscal viability of the organization.
5. Help keep committee structure relevant, functional and effective towards completing the Council's mission by maintaining regular updates to organizational documents.
6. Meet no less than twice per year to address long range issues/assessments in October and April.

6.1.3 Finance/Grants/Revenue Committee shall,

1. Comprise the Second Vice-President as chairperson and at least three (3) other Directors to serve as liaisons with the Treasurer, as an ex-officio member, and the Executive Committee in administering the financial obligations of the Council.
2. Work directly with the Treasurer to maintain the finances of the Council. Select task managers on a need by need basis to accomplish certain tasks related to the finances/projects of the Council.
3. Work closely with Council project committees to secure booking and contracting of performers/artists.
4. Conduct major fundraising efforts, including an Annual Patron Fundraising Campaign for general contributions (tax deductible) in April and an Annual Membership Drive (TBArts Passes) by August of each year.
5. Prepare an Annual Budget in June each year.
6. Present the Annual Budget to the Board for approval in July each year.
7. Monitor and report regularly on the financial status of the Council.
8. Monitor various grant deadlines, obtain application and file applications according to instructions in a timely manner as needed and available.
9. Pursue new sources of revenue, grants, sponsorships, etc. along with the Executive Committee in February, June and November each year.
10. Research and report trends in funding and regulation trends related to the arts.

6.1.4 Nominating Committee shall,

1. Comprise at least three (3) directors, one (1) of whom is the Second Vice-President.
2. Select a chairperson among the committee members.
3. Work with the Executive Committee in March to determine the number of Directors who will retire each year based on terms of office or resignations and must subsequently be replaced to successfully fulfill the Council's mission.
4. Obtain recommendations and contact prospective Directors to consider three (3) year commitments on the Board.
5. Present a list of accepting nominees for the Board and a slate of officers at the Annual Meeting for ratification in September.

**Section 2 – Project Committees**

- 6.2.1 Project committees include, but are not limited to, SHOWCASE Series, Artists in Residence, Art of the Bay, Art MARK, YOUTH Core, and ArtSUMMIT committees as defined by the Board's Organizational Guide.
- 6.2.2 The Board may establish ad hoc committees as needed. Ad hoc committees will serve until the specific task is completed or the Executive Committee deems them disbanded.
- 6.2.3 September 11, 2017 The TBAC Board has determined that providing interested volunteer Council members service options other than membership on the board or one of its committees is consistent with TBAC's overall mission and is in the best interests of TBAC as it enters its forty-sixth year of existence; and,

That establishing a Leadership Society allowing such persons to participate in chosen activities of interest to them while in service to TBAC and reporting to the board directly or through appropriate TBAC committees would be prudent,

IT IS THEREFORE RESOLVED EFFECTIVE IMMEDIATELY, THAT

Persons selected from time to time by the TBAC Board who are also members in good standing of the Council and who have designated interests supportive of the mission of TBAC may so serve it through the TBAC Leadership Society; and,

Appointments to the Society shall be made by the board with appropriate specificity as to any projects or interests, their scope, timing, and any other relevant details necessary to fulfill the needs of the Council, provided that all such appointments shall be reviewed and may be adjusted or terminated by the board at any time, and shall be so reviewed at least annually.

### **Section 3 – Committee Assignments**

Directors serving at-large on various committees will be elected by a simple majority, one (1) more than one-half (1/2) of those voting, annually at the first regular meeting of the Board following the Annual Meeting upon prior self-nomination.

### **ARTICLE VII – Administrative Assistant**

The Board may authorize employment of an administrative assistant(s), hereafter referred to as the Employee(s), under the following provisions:

- a. The Board may justify the viability of employing an Employee based on the needs and fiscal health of the Council.
- b. The terms and conditions of a contract with an Employee may not exceed one (1) year at a time.
- c. The terms and conditions of an annual contract shall be mutually agreed upon by the Executive Committee and an Employee.
- d. An Employee is subject to the immediate supervision of the President(s).

- e. Annual performance reviews of an Employee shall be conducted by the Executive Committee and serve as the basis for new or continued employment under the terms and conditions of a mutually agreed upon contract.
- f. An Employee may not serve in an official voting capacity of the Board and/or any committee thereof.

**ARTICLE VIII – FISCAL YEAR**

The fiscal year shall begin on the first (1<sup>st</sup>) of September and end on the thirty-first (31<sup>st</sup>) of August.

**ARTICLE IX – AUDIT**

There shall be an audit or review of the accounts of the Treasurer at the end of each fiscal year by an ad hoc committee and at such other times as are deemed necessary by the Board.

**ARTICLE X – DISSOLUTION**

In the event of dissolution, all assets, both real and personal, shall be distributed to such organizations as are qualified under section 501 © (3) of the Internal Revenue Code or corresponding provisions of a future U.S Internal Revenue Law.

**ARTICLE XI – AMENDMENTS**

These bylaws may be amended by a two-third (2/3) vote at any meeting of the Board providing thirty (30) days previous notice of the proposed amendment(s) shall have been given to all members of the Board.

Amended and Restated, September 11, 2017

Signed: \_\_\_\_\_  
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President, Monte D. Jahnke

Treasurer, Linda Norton