

THE ARTS ALLIANCE

AMENDED BYLAWS

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Revised and Approved – December 12, 2016

Article I. ARTICLE 1 – NAME, PRINCIPAL OFFICE, AGENT

Section 1. Name.

The name of this organization is The Arts Alliance, Inc.

Section 2. Principal Office.

The principal office of The Arts Alliance, a Michigan nonprofit corporation (the “*Corporation*”), shall be at such place in Washtenaw County, Michigan as the Board of Directors (the “*Board*”) from time to time determines.

Section 3. Other Offices.

The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the board may from time to time appoint.

Section 4. Agent.

The agent of record of The Arts Alliance shall be the president of The Arts Alliance.

ARTICLE 2 – PURPOSE

Section 1. Form of Organization.

The Arts Alliance is organized as a Directorship Corporation.

Section 2. Purposes.

The purposes for which The Arts Alliance is organized are set forth in the Articles of Incorporation and are as follows:

The Corporation is organized, and shall at all times hereafter be operated, exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of subsequent legislation, and in furtherance thereof for the following purposes within the meaning of Section 501(c)(3) of the Code:

- A. To promote and encourage public awareness of, access to and participation in the arts and creative industries in Washtenaw County for the benefit of the community;
- B. To support and strengthen the arts and creative industries in Washtenaw County, MI including organizations described in 501(c)(3) of the Code and exempt from Federal income tax under Code Section 501(a) and creative businesses and individuals that are involved in the arts and creative industries and promote the coordination of their activities;
- C. In furtherance of its purposes, but not by way of limitation:
 - (i) To acquire, purchase, own, maintain, hold, use, convey, manage, exchange, transfer, mortgage, lease, sublease, or rent all real and personal property of every kind and nature all in support and furtherance of the charitable purposes of organizations described in Section 501(c)(3) of the Code;
 - (ii) To loan, borrow, manage and invest funds;

- (iii) To accept, seek, solicit, request, receive, and hold in trust or otherwise, contributions, legacies, devises, grants, bequests, donations, gifts and benefactions which may be left, made or given to the Corporation;
 - (iv) To make gifts, grants and contributions to other organizations which are exempt from tax under Section 501(a) of the Code as an organization described under Section 501(c)(3) of the Code and which promote cultural arts or carry out other charitable or educational purposes within the meaning of Section 501(c)(3) of the Code; and
 - (v) To take all such actions and do all such things as may be necessary, convenient or desirable to accomplish the foregoing purposes within the restrictions and limitations of Section 501(c)(3) of the Code, these Articles of Incorporation, the Bylaws of the Corporation, and applicable law, with all the power conferred on non-profit corporations by the laws of the State of Michigan, including the Michigan Non-Profit Corporation Act, Act 162 of the Public Acts of 1982, as amended (the "Act");
 - (vi) No part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes);
 - (vii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (by the publishing or distribution of statements or otherwise).
- D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity prohibited to be carried on by:
- (i) A Corporation described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code; or
 - (ii) A Corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or
 - (iii) A Corporation classified as other than a private foundation under Section 509(a) of the Code.

Section 3. Specific Mission.

The mission for which The Arts Alliance is organized is as follows:

To support and advocate for the arts and creative industries in Washtenaw County, MI County – art and cultural organizations and creative individuals and businesses – to ensure that the region remains a great place to live, work, learn, play and visit.

ARTICLE 3 – MEMBERSHIP

Section 1. Membership

Membership in The Arts Alliance shall be open to all those meeting qualifications as established by the Board, which may include dues. Members shall not be entitled to vote on any matters concerning The Arts Alliance.

ARTICLE 4 – BOARD

Section 1. Number

The Arts Alliance shall be managed and controlled by a board of directors (hereafter referred to as the “Board”). The number of directors which will constitute the Board shall not be less than seven (7) and not more than Twenty-one (21). The Board shall have staggered terms so that approximately one-third (1/3) of the Directors are elected in each calendar year.

Section 2. Election and Term of Office.

A. Election

- (i) Directors on the Board shall be elected by a majority vote of all directors at a meeting at which a quorum is present.

B. Term of Office

- (i) Directors shall be elected to office for a term of three years, beginning on January 1 of the calendar year following their nomination and approval, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A director may be elected to a second and third consecutive three-year term, but not elected to a fourth consecutive three-year term. A director may be re-elected to the Board after a lapse of one year following completion of three consecutive full three-year terms.

Section 3. Resignation and Removal.

Any director may resign by giving written notice to the Board or to the Chair or Secretary of The Arts Alliance. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by a two-thirds vote of all Directors then serving in office.

Section 4. Board Vacancies.

Any vacancies occurring on the Board, or any director position to be filled by reason of an increase in the number of directors, shall be filled by an affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board, at any regular or special meeting of the Board called for that purpose. A director elected to fill a vacancy or because of an increase in the number of directors shall be elected for a term continuing only until the next election of directors.

Section 5. Compensation.

Except as stated in Article 6, Section 10, no Director may receive any salary or other compensation for their services as Directors. A Director, however, may be paid or reimbursed for actual out-of-pocket expenses incurred or to be incurred exclusively in the conduct of the business of The Arts Alliance.

ARTICLE 5 – MEETINGS

Section 1. Annual Meetings.

The Board shall hold an Annual Meeting of the Board in the fourth-quarter of each calendar year for purposes of electing new Directors and Officers for the following calendar year.

Section 2. Regular Board Meetings.

There shall be at least four (4) regular meetings of the Board of The Arts Alliance each year including the annual meeting.

Section 3. Special Meetings.

Special meetings of the Board may be called for a specific purpose by the Chair, or at the request of any three Directors. The person or persons authorized to call special meetings of the Board may fix

the time and place for holding any special meetings of the Board called by them, and specified in the call for the meeting.

Section 4. Place of Meetings.

Meetings shall be held at the principal office of The Arts Alliance or at such other place as may be designated from time to time by the Board. Directors may attend meetings by teleconference, if such service is available.

Section 5. Notice of Meetings.

The president shall send notice of special or regular meetings of the Board at least five days prior to the meeting. Notice shall be sent to each director by mail, facsimile transmission or electronically to the contact information shown by the records. A notice of a special meeting shall state the purpose of the meeting and at such meeting no other business shall be considered.

Section 6. Waiver.

Attendance of a director at a meeting constitutes a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. Notice of any meeting may also be waived in writing before or after the meeting.

Section 7. Action by Written Consent.

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all Directors of the Board then in office consent in writing or by electronic transmissions. Electronic transmission votes must comply with the laws of the State of Michigan. The written consents must be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

Section 8. Quorum.

One-third of the directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than one-third of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 9. Voting.

At any meeting of the directors, every voting director shall be entitled to one vote and, except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the vote of a majority of the directors at any meeting at which a quorum is present shall constitute the action of the directors. Amendment of the Articles of Incorporation shall require a majority of the directors then in office. Voting may be conducted by electronic transmission without a meeting, in which case the requirements in Article 5 Section 7 shall apply.

Section 10. Participation by Communication Equipment.

A director may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 11. Conduct of Meetings.

Meetings of the Board shall be presided over by the board chair, or, in his/her absence, the Vice-chair of The Arts Alliance, or in his/her absence, by a chair chosen by a majority of the Directors present at the meeting. The secretary of The Arts Alliance shall act as secretary of all meetings of the Board, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 12. Minutes.

A record of the activities of The Arts Alliance shall be kept, in the form of minutes of the meetings of the Board, by the secretary.

ARTICLE 6 – OFFICERS

Section 1. Election of Officers and Term of Office.

The Board shall elect Officers at the annual meeting of the Board. Only directors on the Board shall serve as Officers. The term of service of each Officer shall be for one calendar year, or until their successors are elected and qualified unless sooner relinquishing their offices through resignation, removal from office or departure from the Board. Any officer may succeed himself/herself in office.

Section 2. Removal and Resignation.

Any officer elected or appointed by the Board may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the directors then serving in office, whenever, in the Board’s judgment, the best interest of The Arts Alliance would be served thereby. Any officer may resign at any time by giving written notice to the Board or to the chair or secretary of The Arts Alliance. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies.

Vacancies among the officers, however arising, shall be filled by a majority vote of directors present at any regular or special meeting of the Board at which a quorum is present. Such vacancy may be filled temporarily by appointment by the chair until such time as the Board shall fill the vacancy.

Section 4. Compensation of Officers.

Except as stated in Article 6, Section 10, no officer may receive compensation for services rendered to The Arts Alliance or reimbursement for expenses except as approved by the Board.

Section 5. Chair.

The chair shall preside over all meetings of the Board and shall perform such other duties and have such other powers as may be delegated to him/her by resolutions of the Board. The chair will serve as an ex-officio member of all committees. The chair shall designate and delegate such other duties to the vice-chair and other officers elected as he/she feels are necessary to meet the needs of The Arts Alliance, unless otherwise provided for.

Section 6. Vice-Chair.

The vice-chair shall act for the chair in any capacity designated by the chair or by action of the Board. When the chair is absent from meetings of the Board, the Vice-Chair will assume the duties of the chair. The vice-chair will serve as an ex-officio member of all Committees.

Section 7. Secretary.

The secretary will keep or cause to be kept, at The Arts Alliance’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings will include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at the Board meeting. The secretary will keep or have kept at the principal office in Michigan a copy of The Arts Alliance’s Articles of Incorporation and Bylaws, as amended to date.

Section 8. Treasurer.

The treasurer will keep and maintain, or cause to be kept and maintained adequate and correct books and records of account of The Arts Alliance’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings,

and other matters customarily included in financial statements. The books of account will be open to inspection by any director at all reasonable times. The Treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of The Arts Alliance with such depositories as the Board may designate, will disburse The Arts Alliance's funds as the Board may order, will render to the chair and directors, when requested, an account of all transactions as Treasurer and of the financial condition of The Arts Alliance, and will have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 9. Past Chair.

The chair for any given year shall become the past chair for the following year, and shall continue on the Board for one year. The Past Chair shall have responsibilities as assigned by the Board.

Section 10. President.

The president shall be an employee of The Arts Alliance, shall serve as the president of The Arts Alliance, and shall serve as a voting member of the Board and of all committees. The president shall be responsible to the Board for the general supervision and management of the business and affairs of The Arts Alliance and shall see that all orders and resolutions of the Board are carried into effect. In particular, the president shall:

- A. give all notices required by the Michigan Nonprofit Corporation Act, these bylaws or
- B. attend all meetings of the Board and all standing committees within reason, as determined by the Board;
- C. cause to be prepared and preserve in the books of The Arts Alliance true and complete minutes of the proceedings of all meetings of the Board and all committees;
- D. advise the Board and the Executive Committee on matters relating to policies, programs and services of The Arts Alliance;
- E. be responsible for hiring, evaluating, supervising and discharging all other The Arts Alliance employees;
- F. be responsible for advising the Finance Committee, if one is established, in the preparation of The Arts Alliance's budget and financial statements; and
- G. perform such other duties as may be delegated to him or her by the Board, the Executive Committee or the Board Chair.

Section 11. Other.

Other officers, agents and employees of The Arts Alliance shall perform such duties and have such powers as may be delegated to them by the Board.

ARTICLE 7 – BOARD COMMITTEES

Section 1. Resolution.

The Board may by resolution at any meeting of the Board designate standing and/or ad hoc committees of the Board.

Section 2. Membership.

Each standing committee shall consist of at least three members, at least one of whom shall be a director of the Board. Unless otherwise provided for in these Bylaws or by the laws of the State of Michigan, the chair of each standing and ad hoc committee shall be appointed by the Chair of the Board from the directors. Unless otherwise provided for in these Bylaws, any standing or ad hoc committee designated by the Board may include as full voting members of such committees such persons whether or not directors, members or officers of The Arts Alliance, as the Board shall

determine. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of Michigan. Each committee shall keep minutes of proceedings and report to the Board.

Section 3. Powers/Limitations.

Any Board committee, to the extent provided for by the resolution of the Board, or as set forth in these Bylaws, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of The Arts Alliance as so authorized, except that no such committee shall have the power or authority of the Board to:

- A. Amend, alter or repeal the Articles of Incorporation;
- B. Amend, alter or repeal the Bylaws;
- C. Elect, appoint or remove any Board committee member, Director or Officer of The Arts Alliance;
- D. Adopt a plan of merger or adopt a plan of consolidation with another organization;
- E. Recommend to the Directors the sale, lease, exchange or mortgage of all or substantially all of the property and assets of The Arts Alliance;
- F. Recommend to the Directors the dissolution of The Arts Alliance or a revocation of a dissolution;
- G. Adopt a plan for the distribution of the assets of The Arts Alliance;
- H. Fill vacancies on the Board;
- I. Amend, alter or repeal any resolution of the Board, which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 4. Quorum.

One third of the members of the committee shall constitute a quorum for the transaction of business.

Section 5. Call of Meetings.

A meeting of the committee may be called by the committee chair in conformity with the notice requirements relating to regular meetings of the Board. Such meetings may also be called and held by telephone conference, and any action taken shall be recorded by the chair, or in the absence thereof, by a member of the committee in the committee minutes.

Section 6. Voting.

The affirmative vote of a majority of the members of the committee at any meeting at which a quorum is present, or a majority of votes from members of the committee transmitted electronically, shall be required for the adoption of any motion or resolution of the committee, unless otherwise provided by statute or these Bylaws. The minutes of the committee shall be reported to the Board.

Section 7. Vacancies.

Vacancies of regular members on Board committees may be filled by the Board, and the person(s) so chosen shall serve until he/she resigns the position or is removed and replaced by the Board.

Section 8. The Executive Committee.

A. Powers

The executive committee shall have and exercise during the interim between the meetings of the Board all the authority of the Board, except as provided by statute or these Bylaws.

B. Committee Membership

Members of the executive committee shall be the chair, vice-chair, secretary, treasurer, president of The Arts Alliance and other directors named by resolution of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE 8 – LIABILITY AND INDEMNIFICATION

Section 1. Indemnity.

The Arts Alliance will indemnify and defend to the fullest extent authorized or permitted under applicable law any person, and his/her heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to any action, claim, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee, non-director volunteer or agent of The Arts Alliance or serves or served any other enterprise at the request of The Arts Alliance. The Arts Alliance may purchase and maintain insurance on behalf of any person who is or was a director or was serving at the request of The Arts Alliance as a director, officer employee, agent, non-director volunteer or fiduciary of another corporation, partnership, joint venture, trust or other enterprise against any liability incurred in any such capacity or arising out of such status, whether or not The Arts Alliance would have power to indemnify him or her against such liability.

Section 2. Liability of Volunteer.

The Arts Alliance assumes the liability for all acts or omissions of a volunteer Director, volunteer Officer and other volunteer as provided in the Articles of Incorporation.

ARTICLE 9 – RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The Arts Alliance will keep (a) adequate and correct books and records of account; and (b) written minutes of the proceedings of its Board.

Section 2. Inspection by Directors.

Every director will have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of The Arts Alliance for a purpose reasonably related to the director's interest as a director.

ARTICLE 10 – FINANCE

Section 1. Fiscal Year.

The fiscal year of The Arts Alliance shall begin on January 1 and end on December 31 of each year.

Section 2. Budgeting.

The Board shall, each year, develop a budget of planned revenues and expenses for the upcoming fiscal year.

Section 3. Accounting.

The financial accounts of The Arts Alliance shall be maintained in the accrual method in accordance with applicable laws.

ARTICLE 11 – MISCELLANEOUS PROVISIONS

Section 1. Artistic and Creative Merit

The Arts Alliance shall not take positions on the artistic or creative merits of any work or performance. In the event that The Arts Alliance is involved in sponsorship of a work or performance; the selection of the work or performance shall be by an independent juror or jury rather than by the Board of The Arts Alliance.

ARTICLE 12 – GIFTS

Section 1. Acceptance.

The Board may accept on behalf of The Arts Alliance any contribution, gift, bequest or devise for general purposes or for any special purpose of The Arts Alliance.

ARTICLE 13 – AMENDMENT OF BYLAWS

Section 1. Bylaws.

These Bylaws may be altered, amended or repealed by a vote of two-thirds (2/3) of the Board then in office.

Section 2. Notice.

Proposed amendments to these Bylaws shall be submitted in writing by mail, facsimile transmission, or electronic mail to the Directors of the Board not less than ten days prior to a meeting to consider such amendments together with the proposed changes, but may be further amended at the meeting provided such further amendments are germane to the subject of the proposed amendments.

Section 3. Effect.

Amendments to these Bylaws shall take effect immediately upon their approval.

ARTICLE 14 – CONFLICT OF INTEREST

Section 1. Policy.

It is the policy of The Arts Alliance that all directors and officers shall scrupulously avoid any conflict, or the appearance of any conflict, between their own interests and the interest of The Arts Alliance. In furtherance of this purpose, The Arts Alliance has developed a Conflict of Interest policy which must be adhered to by The Arts Alliance's Board, management personnel and members of all committees, panels or Boards serving The Arts Alliance.

ARTICLE 15 – DISSOLUTION, SEPARATION, INCORPORATION

Section 1. Dissolution.

Upon dissolution of The Arts Alliance, any property remaining after providing for the debts and obligations of The Arts Alliance shall be distributed at the direction of the Board of The Arts Alliance, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government or to a state or local unit of government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of The Arts Alliance is located, to such organization or organizations which are then described in Section 501(c)(3) of the Code, as said Court shall determine.

End of Amended Bylaws of The Arts Alliance.