

**ST. CLAIR ART ASSOCIATION, INC.  
BYLAWS**

**ARTICLE I  
NAME**

**SECTION 1.** This organization shall be known as the ST. CLAIR ART ASSOCIATION INC., hereafter referred to as the SCAA.

**ARTICLE II  
PURPOSE**

**SECTION 1.** The purpose of the SCAA is to engage in any and all appropriate actions or means necessary to:

- A. advance the knowledge and appreciation of the visual and the performing arts
- B. promote general public interest in the arts
- C. be a creative link between arts agencies, artists and community organizations.

**SECTION 2.** All activities of the SCAA shall be provided equally without regard to race, color, religion, national origin, age or sex.

**SECTION 3.** Employment, posting and selection procedures will be consistent with the Equal Opportunity Employment Standards.

**SECTION 4.** The SCAA shall be non-partisan, non-sectarian and non-discriminatory in all of its operations and functions, including selection of membership.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1.** Any individual, group or organization who supports the activities and purpose of the SCAA, may apply in writing for membership in the SCAA.

**SECTION 2.** There shall be classification of membership as determined from time to time by the Board of Directors.

**SECTION 3.** The purpose of membership is to provide opportunities to those persons and organizations who have expressed a desire to promote and maintain the SCAA. Membership provides a voting right which can be exercised at Annual and/or Special meetings for the purpose of electing Directors, amending the bylaws and such other matters deemed to be of a voting matter be the SCAA Board of Directors. Membership also provides for participation in any event which may be conducted solely for the benefit of members.

**SECTION 4.** Each member shall be entitled to one vote in conducting the affairs of the SCAA at annual and/or special meetings of the membership.

**SECTION 5.** The Board of Directors shall determine the amount of annual dues, and the date by which such dues shall be payable to the SCAA.

**SECTION 6.** Nonpayment of dues shall be regarded, after dues notification, as forfeiture of membership. No member whose dues are in arrears shall be entitled to vote or hold office or to receive a ballot at annual and/or special meetings.

**SECTION 7.** No member shall be liable for the debts or obligations of the SCAA.

#### **ARTICLE IV GOVERNMENT**

**SECTION 1.** The management of the SCAA's property, business and other affairs shall be vested in the Board of Directors hereinafter known as the Board. The Board will consist of thirteen (13) members.

**SECTION 2.** The duties of the Board shall include but not be limited to:

- A. conducting the business of the SCAA
- B. establishing committees for carrying out the business and programs of the SCAA
- C. receiving, discussing and taking action on committee reports
- D. facilitating whatever action is necessary to maintain the SCAA as a vibrant organization.

**SECTION 3.** Members of the Board shall be elected by the members of the SCAA. Seven of the directors to be elected in odd years, with the remaining six directors being elected in even years. Elections will occur every year, the intent being to replace no more than approximately half of the directors in a given year. Elected term of office shall be two years.

**SECTION 4.** Members of the Board may serve no more than three (3) consecutive terms without allowing one year to elapse before considered for re-election or appointment.

**SECTION 5.** In case of vacancy on the Board the remaining Board members may appoint a successor or successors from the membership to complete the term of the vacancy.

**SECTION 6.** A simple majority of seven (7) of the members of the Board shall constitute a quorum for the transaction of business. The acts of the majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board, except as limited by these bylaws.

**SECTION 7.** The Executive Director shall be a non-voting member of the Board charged with the responsibility of implementing the policies, procedures and programs of the SCAA as defined by the Board.

**SECTION 8.** Removal of Board member: At any regular or special meeting duly called in accordance to the bylaws of the SCAA, any one or more of the Board members may be removed with or without cause by a majority of the membership and a successor may then and there be elected to fill the vacancy thus created. Any Board member whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

**SECTION 9.** Any Board member who is absent from any three (3) regularly scheduled meetings of the Board during one year without excuse is removed from the Board automatically. Board members may be excused by notifying the President of their inability to attend a regularly scheduled board meeting.

## **ARTICLE V OFFICERS**

**SECTION 1.** The officers of the SCAA shall be a President, Vice-President, Treasurer and Secretary elected by and from the Board of Directors elected at the most recent annual membership meeting. Officers will be elected at a special meeting called specifically for that purpose following the annual membership meeting and prior to January 1. All officers so elected will commence their terms of office on January 1 of the next year and will serve until December 31 of that year.

**SECTION 2.** The PRESIDENT shall be the Chief Executive Officer of the SCAA and shall preside over all meetings of the Board. The President shall have general and active management of the business of the SCAA and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all committees and shall have general powers and duties of supervision and management usually vested in the office. The President shall carry out the purpose of the SCAA.

**SECTION 3.** The VICE-PRESIDENT shall perform the duties and exercise the powers of the President in the absence of the President. Other duties from time to time may be determined by the Board.

**SECTION 4.** The SECRETARY shall give, or cause to give, adequate notice of all meetings of the Board, including the annual or special meetings. The Secretary shall keep a record of all resolutions of the SCAA, all minutes of the Board meetings and a record of all reports of committees appointed by the President.

**SECTION 5.** The TREASURER shall receive and keep an accurate account of all monies and shall disburse the same on the order of the Board. The Treasurer shall submit a financial report at regular Board meetings, an Annual Operating Budget for the Board's approval, and assist in establishing sound policies and procedures for financial management of the SCAA.

**SECTION 6.** In case of absence or inability to act of any officer of the SCAA, or of any person herein authorized to act in their place, the Board may, from time to time, delegate the powers or duties of such officer or any Board member to such other person whom it may select.

**SECTION 7.** The Board may, by resolution, require any and all of the officers to give bonds with sufficient surety to the SCAA conditioned upon the faithful performance of the duties of their respective officers and to comply with such other conditions as may from time to time be required by the Board. The cost or expense of such bond shall be assumed by the SCAA.

**SECTION 8.** Removal of Officers: Upon an affirmative vote of a majority of the members of the Board any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

## **ARTICLE VI COMMITTEES**

**SECTION 1.** There shall be eight (8) standing committees of the SCAA as follows:

- A. Executive Committee (Board Officers)
- B. Programs Committee
- C. Budget and Finance Committee
- D. Communication Committee
- E. Facilities Committee
- F. Development Committee
- G. Education Committee
- H. Nominating Committee

**SECTION 2.** The Board and/or the President may establish any other committee deemed necessary for the betterment and continuity of the SCAA.

## **ARTICLE VII MEETINGS**

**SECTION 1.**

- A. All meetings of the membership shall be held at the premises of the SCAA or at such other place or places as the Board may designate. The place, time and purpose of such meeting shall be made in writing and communicated to the members at least ten (10) days prior to such meeting.
- B. The annual meeting of the membership for the election of the Board members to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held in the first quarter of the Fiscal Year, October 1, through September 30, as determined by the Board of Directors.
- C. Each member of the SCAA shall have one (1) vote at all meetings of the membership. The voting may be via voice but any qualified member may demand a ballot whereupon a vote shall be taken by ballot. In order to vote, a member must be present. Voting by proxy will not be allowed.
- D. At an annual or special meeting of the membership of the SCAA, attending members shall constitute a quorum.
- E. A complete list of membership entitled to vote at the election, arranged in alphabetical order, shall be presented by the Secretary and filed on the day of the election in the office or place where the election is to be held and shall be open to the examination of any member.
- F. Order of Business: At the annual or special meeting of the membership, the order of business shall be as follows:
  - 1. Call to order
  - 2. Proof of notice of the meeting
  - 3. Statement of purpose of such meeting

4. Presentation of the minutes of the previous annual or special meeting
  5. Report of any officers or committees relevant to such meeting
  6. Miscellaneous business
  7. Adjournment.
- G. Special meetings of the membership may be called, when not inconsistent with the law or otherwise provided by these bylaws upon a written request for such special meeting, stating a date not less than ten (10) days from the date of such request, filed with the Secretary and signed by the President or Vice-President or any seven (7) Board members or by ten (10) members. All such special meetings shall be held at the premises of the SCAA unless authorized by the Board to be held elsewhere and in such event, shall be held in St. Clair County, Michigan. Such written requests shall state the subjects or questions to be considered by the membership at such special meetings.
- H. Notice of the time and place of the annual meeting or of any special meeting of the membership shall be given by the Secretary by communicating printed or written notice of same at least ten (10) days prior to the meeting, to each member of record of the SCAA entitled to vote at such meeting and addressed to the member's last known address or to the address appearing on the books of the SCAA.

## **SECTION 2.**

- A. Meetings of the Board: Regular meetings of the Board shall be held at times as determined by the Board, at the premises of the SCAA or at such other place or places as the Board may designate.
- B. Special meetings of the Board: Special meetings of the Board may be called at any time by the President or, in his or her absence, by the Vice-President, or by any two (2) Board members, to be held at the premises of the SCAA or at such other place or places as the Board may from time to time designate.

## **ARTICLE VIII GENERAL**

**SECTION 1.** No part of the net profits of the SCAA shall inure to the benefit of any member of the SCAA or other individual, provided however, that nothing contained herein shall prohibit a member from receiving compensation for instructional services and/or other paid positions.

**SECTION 2.** In the event of dissolution of the SCAA, the assets thereof, if any, shall be distributed to a recognized non-profit institution to be used only in the visual arts and/or performing arts as determined by the Board.

**SECTION 3.** The SCAA shall not engage in advocating or opposing partisan or non-partisan political campaigns.

**SECTION 4.** The SCAA, through its Board, is authorized to receive gifts or property or money to be used in accordance with the purpose of the SCAA as set forth in the bylaws.

**ARTICLE IX  
PARLIAMENTARY PROCEDURES**

**SECTION 1.** The rules of parliamentary procedure contained in the “Robert’s Rules of Order, Revised”, shall govern all meeting of the SCAA.

**ARTICLE X  
AMENDMENTS**

**SECTION 1.** Amendments of these bylaws may be made at any annual or special meeting of the SCAA by a two-thirds (2/3) vote of those members present, provided, that the proposed amendments have been communicated by the Secretary to the membership not less than ten (10) days prior to such meeting. In order for any proposed change in these bylaws to be submitted for vote before the membership at the annual or special meeting, it must either have the approval of the majority of the Board or have been petitioned in writing by no less than ten (10) members.

**SECTION 2.** Following the approval of these bylaws by the SCAA membership, these bylaws shall be available for review by any member upon request.

**ARTICLE XI  
INDEMNIFICATION**

**SECTION 1.** The corporation will, to the fullest extent now or hereafter permitted by law, indemnify each person who may serve or who has served at any time as an officer, director, volunteer or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the corporation to the extent provided in a resolution of the Board of Directors or in any contract between the corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the corporation will inure to the benefit of the heirs and personal representatives of that person.

**ARTICLE XII  
EXEMPT ACTIVITIES**

**SECTION 1.** Notwithstanding any other provision of these bylaws, the corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.