

NON-PROFIT BYLAWS OF THE NORTHPORT ARTS ASSOCIATION

PREAMBLE

The following Bylaws shall be subject to the Non-Profit Corporation Act of Michigan and the Organizing Document of the Northport Arts Association. In the event of a direct conflict between the provisions of the Bylaws and the Organizing Document of 2013, these Bylaws shall be controlling.

ARTICLE 1: NAME

The legal name of the Non-Profit Corporation shall be known as the Northport Arts Association (NAA).

ARTICLE 2: PURPOSE

The NAA is established within the meaning of IRS Publication 557 501(c)(3) Organization of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code and shall be operated for the purpose of fostering and promoting artistic expression throughout the Northport Community.

ARTICLE 3: OFFICES

The principal office of the NAA shall be located at 301 Mill Street, Northport, Michigan, 49670. The NAA may have other such offices as the Board of Directors may determine to be necessary.

ARTICLE 4: DEDICATION OF ASSETS

The properties and assets of the NAA are irrevocably dedicated to non-profit purposes only. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any member of the organization. On dissolution all remaining properties and assets of the organization shall be paid over to the Leelanau Township Community Foundation, a non-profit organization which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5: BOARD OF DIRECTORS

A. Responsibilities

- I. The Board has a responsibility to define and uphold the mission and purpose of the Northport Arts Association and to ensure its financial viability.
- II. The Board is a working Board. Each Board member will assume responsibility as a Chairperson of a standing committee or as a leader of a major project. Board members may participate in or lead more than one committee or project. Chairpersons and Project Leaders will report on activities to the Board.

B. General Powers

The Board shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Michigan. The Board shall establish policies and directives governing business and programs of the corporation and shall ensure they are appropriately followed.

C. Board Size

The Board shall consist of up to nine (9) but no fewer than seven (7) members: President, Vice President, Secretary, Treasurer, and 3-5 Members-at-Large.

- D. Board Compensation
The Board shall receive no compensation, but may be reimbursed for reasonable expenses. However, any Board member may serve the NAA in any other capacity and receive compensation for services rendered, if approved by the Board.
- E. Board Elections
Any member in good standing may run for a Board position. Candidates must notify the Board of their intention to run in writing by October 15. The full list of candidates shall be made known to the general membership in writing by November 1. Renewing and new Board members shall be approved by a majority of the members via online election. Votes will be solicited by the Secretary and collated by the Secretary and Treasurer and announced by December 1.
- F. Terms of Office
Officers and Members-at-large shall be elected for a term of two (2) years. The Vice President, Treasurer, and two (2) Members-at-large shall be elected in odd numbered years; the President, Secretary, and remaining Members-at-large shall be elected in even numbered years.
- G. Vacancies
- I. A vacancy on the Board of Directors may result from:
 - a. Death, resignation or removal of any Board member;
 - b. A Board member missing three (3) consecutive meetings without communicating with the President;
 - c. A Board member missing a total of six (6) meetings of the Board during any calendar year;
 - d. The failure to elect the authorized number of Board members.
 - II. Any vacancy on the Board may be filled by Board appointment until the next scheduled election. A reduction in the authorized number of Board members may not have the effect of removing any Board member before that Board member's term of office expires.
 - III. A Board member elected to fill a vacancy shall be elected for the unexpired term of the predecessor.
- H. Resignation
Any director may resign effective upon giving written notice to the President or Secretary of the NAA. The resignation shall take effect immediately.
- I. Meetings
The Board decides when and where to have meetings. The President or any three (3) members of the Board may call a special meeting of the Board with 3-5 days written notice provided to all Board members via email. The person authorized to call the meeting may determine time and place.
- J. Minutes
The Secretary shall record minutes of all Board meetings. If the Secretary is unavailable the President may appoint someone to prepare the minutes. All minutes shall be sent to each Board member within five (5) days of the meeting and made available to the general membership ten (10) days after the meeting. A copy of all minutes shall be placed in the organization's files and on the website.
- K. Action by Written Consent
Any action that could be taken at a Board meeting may be taken without a meeting if all Board members agree in writing prior to the action. A simple majority of the Board is required for action to be taken. Such consent shall be placed in the records of the organization.

L. Quorum

A simple majority shall constitute a quorum of the Board. The Board must have a quorum for a regular Board meeting. Board members shall be considered present if they participate via telephone or web conferencing.

M. Voting

Each Board member has one vote.

N. Attendance

Any Board member who physically misses more than 3 monthly Board and/or Member meetings shall be encouraged to reevaluate, with the Board, his or her commitment to the organization. Any member who does not discuss his or her participation with the Board will be considered to have resigned. Board members unable to physically attend a meeting can call in through Skype or conference call. Advance notice to the Board is required.

O. Emeritus

Definition: There shall be a category of Board member known as a *Board Member Emeritus* who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of Northport Arts Association, and may end their term at any time. Emeritus member candidates will have served the board with distinction and considered deserving of same for outstanding service.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by Northport Arts Association. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the Northport Arts Association Board of Directors who:

1. Has served the Northport Arts Association Board of Directors with distinction
2. Held an important leadership role, and made or continues to make significant contributions
3. Engaged in major volunteer or advocacy activities in his or her service on the board
4. Completed the term(s) for which he or she was appointed
5. Participates in one (1) or more Northport Arts Association activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)

Election: Annually, with the recommendation of the board, the board will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position. A simple majority vote of Directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

ARTICLE 6: OFFICERS

The general membership shall elect officers of the NAA which shall include a President, Vice President, Secretary, Treasurer. The President must be an individual separate from all other officers.

A. President

The President shall preside over all membership and Board meetings, execute contracts on behalf of the organization, supervise and conduct all activities and operations of the NAA, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board completely informed, shall freely consult with them in relation to all activities of the NAA, and shall see that all resolutions of the Board are carried out. The President will work with the Treasurer to account for all finances of the corporation.

B. Vice President

In the absence of the President, Vice President shall perform all the duties of the President, and in so doing shall have all authority and powers of, and be subject to all of the restrictions on, the President.

C. Secretary

The Secretary shall record and publish minutes of all Board and member meetings. The Secretary shall be the custodian of all records and documents of the NAA, which are required to be kept accessible either in hard copy at the office of the NAA or online. The Secretary shall serve all notices of the NAA.

D. Treasurer

The Treasurer shall be responsible for adequate and accurate accounts of all the properties and business transactions of the organization. The Treasurer shall give an accounting of all transactions and of the financial condition of NAA to the Board and members.

ARTICLE 7: COMMITTEES

The Board may, by resolution, establish committees to accomplish the mission of the NAA. Each committee shall be chaired by a Board member. Each committee is encouraged to include as many members as possible. All committee projects require prior Board approval.

ARTICLE 8: STANDARDS OF CARE

A. General

- I. The NAA will provide Board members with liability insurance.
- II. The NAA may advance money to a Board member for expenses reasonably incurred in the performance of duties.
- III. The Board will ensure that payments to any individual or group for services rendered are "fair market value". This will be determined by obtaining at least 2 bids for any expense over \$500 and for any contracted graphic art work of any value.

B. Partnerships

Only groups whose activities are completely consistent with the mission of the NAA may be considered as partners. Any partnership must be subject to a contract that clearly states the relationship between the two organizations. Financial aspects of the relationship must be approved by the Board. The contract must be approved by the Board, with any interested parties excused from voting.

C. Conflict of Interest

A Board member may not be an employee of the NAA. No relatives of Board members may be employed by the NAA without full disclosure and approval by a majority of the Board of Directors.

No member of the NAA, including members of the Board, may be compensated from activities on behalf of the NAA, with the following exceptions:

- I. Members may teach NAA sponsored classes and be paid a fee by students, a portion of which goes to the NAA and a portion of which they may keep.
- II. Members may be paid a fee by NAA to teach a class, give a talk or do something else benefiting the NAA. The fee and scope of work must be approved by the Board before the person is hired.
- III. Members may bid on creative projects sponsored by NAA. No member may undertake a paid project for NAA unless selected through a bidding process.
- IV. No member may receive private reimbursement from any supplier for goods or services provided to the NAA.

Candidates and sitting Board members must disclose any actual or perceived conflict of interest. The Board will decide if a conflict exists and may suggest alternative arrangements. If the Board believes a conflict of interest has not been disclosed, it shall ask for an explanation. If there is no remedy for the conflict, the Board may take appropriate action. Detailed records will be kept of all discussions of a conflicts of interest, including names of the participants.

D. Indemnification

To the fullest extent permitted by law, the NAA shall indemnify its 'agents' including its directors, employees, volunteers, present and past, against all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding." This does not preclude these persons from having any other insurance. The NAA will defend any directors in any "proceeding."

The NAA will purchase and maintain insurance, to the fullest extent permitted by law, against any liability asserted against or incurred by any agent of the organization.

ARTICLE 9: MEMBERSHIP

The NAA is a member-driven organization. Members elect the Board; have input into projects; initiate, participate in, and lead activities; and work on Board committees.

A. Member Rights and Responsibilities

Membership in the NAA is open to all. Members may join at any time during the year. The Secretary and Treasurer will maintain an up-to-date list of members identifying the month they joined, their art or skill and contact information. The Secretary and Treasurer will make monthly reports to the members.

Member voting rights and other privileges begin when the member joins the organization. Membership shall run for the full calendar year following the date of joining.

Membership renewals will be solicited via email by the Secretary in the month in which memberships expire. After a 30-day grace period they will be dropped from membership.

B. Membership Meetings

Members meet with the Board on the second Monday of each month. The President prepares the agenda and the Secretary sends a meeting notice to all members. The Secretary summarizes the meeting within one week and issues minutes to the entire membership. Minutes will also be posted on the official Northport Arts Association website.

Members of the Board and working committees may also meet in smaller groups on projects. They need not keep minutes but must keep the Board informed of progress on any project.

C. Privacy Policy

A Member's contact information shall not be released to non-members, other entities, or other organizations without the prior written consent of the Member.

ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS

The Board of Directors may designate an officer or officers to sign documents on behalf of the NAA as provided by law.

Unless otherwise specified, contracts and any other corporate instruments of documents shall be signed by the President and Secretary.

All checks and drafts drawn on banks or other depositories of funds to the credit of the NAA shall be signed by the Treasurer and one other Board member.

No loans, advances, or contracts of any kind shall be signed without approval of the Board of Directors.

ARTICLE 11: RECORDS AND REPORTS

A. Maintenance and Inspection of Articles and Bylaws

The NAA shall keep a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members during office hours or by request. The Articles of Incorporation and Bylaws shall be kept at 301 Mill Street, Northport, MI.

B. Federal Tax Exemption and Annual Returns

The NAA shall keep at 301 Mill Street, Northport, MI a copy of its federal tax exemption application and its annual returns for 7 years from date of filing. These shall be open to public inspection and copying to the extent of the law.

C. Other Corporate Records

The NAA shall keep adequate and correct books and records of accounts, written minutes of proceedings of the Board and Membership meetings. These documents shall be kept in written form or online in a form capable of being copied into written form and be accessible to all members of the NAA. Upon leaving office each officer, employee or agent of the NAA shall turn over to the successor or President, in good order, such corporate monies, books, records, lists, documents, contracts or other property of the NAA as have been in his/her custody.

D. Preparation of Annual Financial Statements

The Board shall authorize annual financial reports using generally accepted accounting principles. All financial statements shall be made available to the Michigan Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year.

E. Annual Report

An Annual Report may be sent to all members within 90 days of the end of the fiscal year. It will include details on the assets and liabilities of the NAA, principal changes in assets and liabilities, expenses and disbursements for the preceding fiscal year.

ARTICLE 12: FISCAL YEAR

The fiscal year for the NAA shall end on December 31.

ARTICLE 13: AMENDMENTS AND REVISIONS

These bylaws may be amended or repealed only by a vote of a majority of members at a meeting called specifically for that purpose. Two weeks advance written notice with the proposed changes is required.

The general membership voted to adopt these Bylaws on July 10, 2017.

I, Linda Bayer, certify that I am the current elected and acting Secretary of the Northport Arts Association and the above Bylaws are the Bylaws of the NAA as adopted by the members on July 10, 2017 and they have not been amended or modified since the above.

Executed on this day of July 10, 2017 in Leelanau County in the State of Michigan.