

**CROOKED TREE ARTS COUNCIL, INC.**  
**BY-LAWS**  
**Amended as of March 22, 2022**

**ARTICLE I: Purpose**

Section 1

Crooked Tree Arts Council (CTAC) is organized upon a directorship basis under the provisions of the Michigan Nonprofit Corporation Act, as amended (the “Act”); however, CTAC will have non-voting members as set forth in Article III below. CTAC is intended to be operated for purposes that qualify under Section 501©(3) of the U.S. Internal Revenue Code, or a corresponding section of any future federal tax code.

Section 2

The general purposes of **CTAC** shall include: to sponsor and encourage cultural and education activities in such geographic areas as shall be determined by the Board of Directors; to sponsor cooperative planning, research, fund raising and public education programs; to administer property; to undertake such other services and programs deemed necessary to encourage participation in and appreciation of the arts; and such other purposes as set forth in , or permitted by, the Articles of Incorporation.

**ARTICLE II: Board of Directors**

Section 1 - Number and Selection

The Board of Directors shall consist of not less than Ten (10) persons. The Board of Directors shall determine the exact number of directors from time to time. The Board of Directors shall elect new directors at the annual meeting from a slate provided by the Board Development Committee, to the Board of Directors by September 1<sup>st</sup>. The Board of Directors will determine the number of Board members for the upcoming year upon receipt of the nominations of the Board Development Committee at the August Board meeting.

## Section 2 - Terms of Office

The directors shall serve for a three-year term, but may not serve more than two consecutive terms unless a third term is recommended by the Board Development Committee. Term limits are suspended during time served as an officer. After one year without board service, a former board member may again be elected to the board. Vacancies shall be filled by the Board of Directors.

## Section 3 – Powers

The business and affairs of CTAC shall be managed by its Board of Directors. The Board of Directors shall have all the usual powers and duties of directors of a business corporation in the immediate government and direction of the affairs of the corporation and shall make all rules and regulations which are deemed necessary or proper for the government of the corporation, not inconsistent with the Articles of Incorporation and these By-laws.

## Section 4 - Meeting - Voting

The annual meeting of the Board of Directors shall take place at such time and place as set by the Board of Directors.

The Board of Directors shall meet at least quarterly. The Board may have special meetings at the call of the Chairperson, or at least one-third (1/3) of the directors.

One-third (1/3) of the directors in office shall constitute a quorum for a meeting of the directors. The act of a majority of the directors at a meeting at which a quorum is present is considered an act of the Board, except that a vacancy occurring on the Board may be filled by an affirmative vote of a majority of the remaining directors even though less than a quorum.

Notification of all Board meetings shall be in writing, and shall be mailed or emailed at least seven (7) days prior to the date of such meeting and shall specify the time and place.

Every director may authorize another director to act by proxy in all matters in which a director may participate, including waiving those of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting.

The Board of Directors may take action with an electronic vote or by written consent without a meeting complying with State of Michigan law and CTAC policies.

#### Section 5 - Removal of Director

A director may be removed with or without cause by a vote of two-thirds (2/3) of the directors then in office.

### **ARTICLE III: Membership**

#### Section 1 - Qualifications and Categories

A person, business or organization shall be a member of CTAC upon meeting all qualifications for membership established from time to time by the Board of Directors and payment of annual dues, if applicable. The following shall constitute categories of membership:

- A. Individual and family memberships.
- B. Business membership.
- C. Organizations associated with the arts.
- D. The Board of Directors may choose to designate additional categories of, or criteria for, memberships.

#### Section 2 – Dues and Regulations

Each category of membership shall pay dues annually as directed by the Board of Directors. Members shall also comply with any rules and regulations governing membership in CTAC as enacted by the Board of Directors.

#### **ARTICLE IV: Officers *and Executive Team***

##### **Section 1 - Officers: Members and Selection**

The officers shall be Chairperson, Vice-Chairperson, President, Treasurer and Secretary, *and such* other subordinate officers as shall be determined by the board. All of the afore-mentioned officers, other than the President and subordinate officers who are not board members, shall assume their duties after being elected to a two (2) year term at the annual meeting of the Board. The President and subordinate officers who are not board members shall be appointed, and be subject to removal, by the board of directors. Officers shall be elected by the Board of Directors from a slate provided by the Board Development Committee to the Board of Directors by September 1. Any vacancy in office during a term shall be filled by the Board as soon as possible, preferably at the next regular meeting.

None of the afore-mentioned officers who are board members, shall serve in the same capacity more than two (2) consecutive years *unless otherwise voted on by the Board*.

##### **Section 2 - Executive Team: Members and Selection**

The Executive Team shall be Chairperson, Vice-Chairperson, Treasurer, Secretary, President and Vice President. To ensure there is a balance of representation for each location, there will be a minimum of two representatives from each location in addition to the President and Vice President. If needed, a Board member who is not an Officer will be appointed by the Chairperson.

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

The duties and responsibilities of the officers shall be such as usually pertain to their respective offices or are prescribed and assigned to them respectively by the Chairperson or Board of Directors.

In particular:

A. The Chairperson shall preside over all meetings of the Board of Directors and shall have general oversight of the business and affairs of CTAC.

B. The Vice-Chairperson shall perform the duties of the Chairperson during the absence of the Chairperson. In the absence of the Chairperson, the succession of authority shall be as follows:

1) Vice-Chairperson

2) President

3) Treasurer

4) Secretary

C. The President shall serve as the Chief Executive and Operating Officer of CTAC, and shall have all of the powers and responsibilities in connection with the operation of CTAC normally attendant to those positions, or as otherwise determined by the Board of Directors. The President shall report directly to the Chairperson or the Board of Directors.

D. The Secretary shall attend all meetings of the Board of Directors, shall preserve in the *Crooked Tree archives*, the minutes of all *Board* meetings and shall give all notices required by statute or otherwise.

E. The Treasurer shall oversee all corporate funds and securities, and account for all receipts and expenses, shall present a financial report at each meeting of the Board of Directors, shall oversee the annual budget process and annual audit and otherwise monitor the financial operation of CTAC. The Treasurer will act as chair of the Finance Committee.

#### Section 4 - Duties of the Executive Team

The Executive Team will meet at least quarterly to provide support regarding decisions in the areas of finances, legal matters, public relations, closures or other matters as requested by the President and Vice-President. Meetings may occur more frequently if deemed necessary.

#### Section 5 - Other Officers

The Board of Directors shall have the power to appoint such subordinate officers and agents, as may be necessary in its judgment for the conduct of the business of the corporation, and designate the officers title and compensation, if any.

### **ARTICLE V: Committees**

The Chairperson shall appoint, with the approval of the Board, standing or other Ad hoc committees, as from time to time may be deemed necessary or helpful in the operation of CTAC.

### **ARTICLE VI: Reports**

#### Section 1 - Fiscal Year

The fiscal year shall begin on the 1<sup>st</sup> day of April and end on the 31<sup>st</sup> day of March.

#### Section 2 - Financial Reports

A financial report shall be made to the Board of Directors by the Treasurer at least once annually. Additional financial reports shall be made available to the members of the Board in such form and at such time as may be requested.

#### Section 3 - Annual Report

The Chairperson and President shall present an annual report to the Board of Directors and to the members reviewing the year ended.

## **ARTICLE VII: Financial and Property Provisions**

### Section 1

All checks and instruments for the payment of money shall be signed for the corporation by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

### Section 2

All contracts, instruments required for borrowing of money and all other legal documents to be signed for this corporation shall be signed by such officers and agents as the Board of Directors shall designate.

### Section 3 – Indemnification

A. A volunteer director (as defined in Section 110 of the Act) of the Corporation shall not be personally liable to the CTAC or its members for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Section shall not eliminate nor limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to CTAC which results in actual harm or damage to CTAC.
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
3. A violation of Section 551 (1) of the Act.
4. A transaction from which the director derived an improper personal benefit.
5. An act or omission that is grossly negligent.

A volunteer Director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to CTAC or its members to the extent set forth in this Section 3. Any repeal or modifications of this Section 3 shall not

adversely affect any right or protection of any volunteer director existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modifications.

- B. To the fullest extent permitted by Sections 561, 562 and 562 of the Act, in the manner specified in and subject only to the limitations stated in said Sections, CTAC shall indemnify all members, board members or officers who are parties to or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, and whether formal or informal by reason of the fact that any such person is or was a director, officer, committee member or agent of this CTAC, against expenses, attorney fees, judgments, penalties, fines, and amounts paid in settlement, actual and reasonably incurred by any such person in connection with any such action, suit or proceeding.

CTAC assumes all liability to any person, other than to CTAC or its members, for all acts or omissions of a volunteer director (as defined in Section 119 of the Act) occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer Director's duties as such. Notwithstanding the foregoing, a volunteer Director shall be personally liable to the CTAC or its members for monetary damages for a breach of fiduciary duty as a director to the extent set forth in this Section 4, and CTAC or its members shall not be precluded by this Section from bringing or maintaining a claim against a volunteer director to the extent not inconsistent with this Section.

## **ARTICLE IX: Amendment**

### **Section 1 - Procedure**

These By-laws and the Articles of Incorporation may be amended by two-thirds (2/3) vote at any meeting of the Board of Directors, but no amendment shall be in order at any meeting



unless not less than thirty days notice of the nature of the proposed amendment shall have been given in writing to all Directors.

**ARTICLE X: Dissolution**

Upon a vote by the Board of Directors, CTAC may be dissolved in accordance with the Michigan Nonprofit Corporation Act, or other applicable statute. After payment of all liabilities of CTAC, all remaining assets shall be distributed to organizations which qualify as 501©3 of the Internal Revenue Code or a corresponding section of any future federal tax code.