

Bylaws Peninsula Arts Appreciation Council

I. Name and Address of Corporation

This corporation shall be known as the Peninsula Arts Appreciation Council (PAAC). The corporation is located at 218 Iron St. Negaunee Michigan 49866.

II. Purpose

The Peninsula Arts Appreciation Council is a non-profit corporation whose purpose is to present stage productions, associated workshops, and various other fine artistic events for the enrichment of the community. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501c(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501c(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170c(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law).

III. Procedure

The rules of procedure governing PAAC shall be those of Robert's Rule of Order. Should any provision of these bylaws be in conflict with Roberts Rule of Order the bylaws shall take precedence. PAAC shall follow all federal, state, and local laws, any provision of these bylaws which are in conflict shall be null and void.

IV. Membership

Any interested person at least 18 years of age may become a member of PAAC by expressing a desire for membership and paying a membership fee for the year. The fee amount required for membership shall be set at the annual meeting of membership. Application for membership may be made throughout the year and will be valid from date of payment to the closing of the annual membership meeting.

The President of PAAC shall appoint an agent with Board approval to compile and maintain an official record of membership for the year. The agent shall maintain the record of membership per the legal requirements set by the State of Michigan. The record of membership shall include the name and address (arranged alphabetically), dollar amount paid for membership, and the date payment was made. A printed hardcopy of the record of membership shall be kept and maintained at the corporate location. The record of membership shall be open to inspection at all times.

V. Membership Meetings

The annual membership meeting shall be held in January. Membership shall elect the Board of Directors and conduct any business that may be brought before the meeting.

Special membership meetings may be called at any time by the Board of Directors when needed.

A member is entitled to one vote on each matter submitted to a vote. Votes may be cast orally or by ballot. A member must be present at the meeting to cast a vote, no votes by proxy will be accepted.

The agent responsible for keeping the record of membership shall provide a complete and accurate list of all members who are entitled to a vote. The list shall be delivered to the chairman of any membership meeting prior to the opening of a meeting. The list shall be open to inspection by any member present at the meeting.

Notice of the time, location, and purpose of each meeting of the membership shall be served not less than 10 nor more than 60 days before the date of the meeting. A quorum for a membership meeting shall consist of 10 percent of the official membership.

At the time of a membership meeting the chairman shall appoint three or more inspectors. The inspectors shall determine the number of members present and the existence of a quorum. They shall also hear and determine all challenges and questions arising during a membership meeting and shall be the final decision maker in any dispute. The inspectors shall receive and tabulate all votes and present a final count to the chairman on any issue brought to a vote. The duty of an inspector is to conduct a meeting in fairness to all members and ensure a right to vote. At the conclusion of a membership meeting the inspectors shall provide a written report of every vote to be included in the secretary's report of the membership meeting.

VI. Board of Directors

The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of three or more persons, at least 18 years of age, and must be an active member of the corporation. An active member is defined as having participated in at least 1 function of the corporation the previous year. The Board of Directors shall be elected at the annual membership meeting. Any member wishing to be elected to the Board of Directors must be present at the annual membership meeting. The Board of Directors shall serve in the interest of the membership and shall act on its behalf.

The PAAC Board of Directors shall consist of at least 3 but no more than 9 members. Members of the Board of Directors shall serve a 3 year term. Three board members shall be elected every year. Election of the Board of Directors shall occur at the annual membership meeting with nominations coming from the floor.

The Board of Directors shall hold office for the term they are elected, and until his/her successor is elected and qualified, or until resignation or removal. A member of the Board of Directors can resign at any time by written notice signed and served upon the board. A resignation will be effective upon receipt, or at such time as may be specified in the written notice of resignation. If a vacancy shall occur on the Board of Directors by resignation or removal the remaining members of the Board of Directors may if necessary appoint a qualified member to fill the vacancy. The appointment shall be made at a regular monthly meeting of the Board of Directors by a three fourths vote. Any appointment to the Board of Directors shall expire at the annual membership meeting. Any vacant Board of Directors seat shall be elected at the annual membership meeting.

The members of the Board of Directors shall receive no compensation for their services as a board member. This does not preclude a Board of Directors member from being compensated for services provided beyond those duties as long as compensation paid is reasonable and fair for the provided service.

VII. Executive Committee

The executive committee shall consist of a President, Vice President, Secretary, and Treasurer. At the first Board of Directors meeting each year the Board of Directors shall appoint by a vote a member of the Board of Directors to each position. If at any time the Board of Directors has cause to believe a member of the Executive Committee is not fulfilling their duties or acting in an unethical or illegal manner they shall remove them from their position and appoint another member to that position by a vote during a Board of Directors meeting.

The executive committee is empowered to act only under those circumstances prescribed in Robert's Rules of Order and shall not have the power to:

- (i.) Amend the Articles of Incorporation or Bylaws of the Corporation.
- (ii.) Adopt an agreement of merger or consolidation.
- (iii.) Recommend to the membership the sale, lease, or exchange of all or substantially all, of the Corporation's property or assets.
- (iv.) Recommend to the membership the dissolution of the Corporation or a revocation of a dissolution.
- (v.) Fill vacancies in the Board.

The duties of the executive committee are as follows:

The President shall preside at meetings of the Board of Directors and Membership Meetings. The President shall be the chief executive officer of the Corporation and shall have general and active management of the business of the Corporation. They shall execute all authorized conveyances, contracts, or other obligations or documents in the name of the Corporation, except where required by law to be otherwise signed and executed. The President shall be an ex officio member of all committees of the Board of Directors.

The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President until a new President is appointed by the Board of Directors. The Vice President shall be responsible for giving notice of all meetings of the membership and the Board of Directors and shall perform such other duties as the Board of Directors shall prescribe.

The Secretary shall keep the minutes of all meetings and shall be responsible for all records, books, and papers related to the current transactions of the Corporation. Books, records, and papers do not include financial documents. The Secretary shall supervise the correspondence of PAAC and the posting of all written notices and letters. The Secretary shall produce and make available all documents upon request. Upon succession, the Secretary shall turn over all such documents to the newly appointed Secretary.

The Treasurer shall be responsible for all funds received and/or disbursed on behalf of PAAC. The Treasurer shall maintain records of all financial transactions using accepted bookkeeping practices and in compliance with Federal and State of Michigan law. The Treasurer shall produce and make available all documents upon request. The Treasurer shall prepare financial reports for each meeting and a written annual report and balance statement to be presented at the annual membership meeting. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such sureties as shall be restoration to the Board of Directors for the faithful performance of the Treasurer's duties and for the restoration to the Corporation of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Corporation. Upon succession, the Treasurer shall turn over all such documents and property to the newly appointed Treasurer.

VIII. Board of Directors Meetings

Meetings of the Board of Directors may be called as needed to properly perform the business dealings of the Corporation. A meeting of the Board of Directors may be called by the President or by two members of the Board of Directors. Notice of such meetings shall be given to all Board of Director members no less than 7 days in advance. In the event of an urgent situation which may adversely impact upon the Corporation a Board of Directors meeting can be called with no less than 2 days notice. A quorum at any meeting of the Board of Directors shall consist of a simple majority of the voting members. Notice of all meetings of the Board of Directors shall be communicated to the membership in advance. All meetings of the Board of Directors shall be open to the membership.

IX. Committees

Committees may be created by the President whenever the need arises.

The Chair of a committee shall be appointed by the President. Members of the committee shall be appointed by mutual consent of the President and Chair. Any committee shall have a Secretary who shall keep minutes of all meetings, which shall be submitted to the Board of Directors for approval. A majority of the members of any committee shall constitute a quorum at any meeting.

In the event that a member of a committee is not able to continue serving on their committee, a replacement of that member shall be made by mutual consent of the President and Chair.

The responsibilities of all committees and members thereof shall terminate with their dismissal by the President, or at the annual membership meeting.

X. Indemnification

The Corporation assumes all liabilities to any persons other than the Corporation for acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, to the extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such persons against such liability under the provisions of this Article X.

The Corporation shall indemnify any director, officer, employee, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party or is threatened to made a party to any action (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, non-director volunteer, or agent of the Corporation to the extent permitted by law.

The Corporation shall indemnify any director, officer, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party or is threatened to be made a party to an action by or in the right of the Corporation, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation. However, indemnification shall not be made for a claim issue, or matter in which the person has been found liable to the Corporation.

XI. Miscellaneous

The fiscal year of the Corporation shall be the calendar year.

The Board of Directors may provide a suitable corporate seal for the use by the Corporation.

The financial reports, record of membership, and minutes of all meetings of the Corporation shall be kept at the official place of business of the Corporation and shall be in written form, or any form capable of being converted into written form within a reasonable time. Any member upon demand, may inspect in person or by agent, during usual business hours, the reports, records, and minutes and may make extracts at the place where records are normally kept, or at any reasonable place as the Corporation may provide.

Each year the Board of Directors shall have a financial report of the Corporation for the preceding fiscal year, available at the end of the fiscal year. The report shall include the Corporation year end statement of source and application of funds and any other information as may be required by law.

In case any provision of these bylaws shall be in conflict or inconsistent with the Articles of Incorporation, the Articles of Incorporation shall prevail.

Advanced notice to membership of Board of Directors meetings shall be made via the Vista homepage and other means such as Facebook, email, or written notice posted at the corporation when necessary.

Board of Directors meetings may be attended and conducted by board members via electronic means when necessary. Any meeting via electronic means shall comply with current State of Michigan law.

XII. Amendment Procedure

Amendment to these bylaws may be made at any membership meeting properly called and attended, by a three fourths vote of the members in attendance.

Paragraph 1 and 2 of section II.; paragraph 2 of section XII.; paragraph 1 of section XIII. may not be amended and shall be included verbatim in any and all current or future bylaws. Amendments to these paragraphs shall be made only upon notification by the Internal Revenue Service, at which time such changes shall be made and incorporated to amend this document.

XIII. Dissolution

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purpose and which has established its tax exempt status under section 501c(3) of the Internal Revenue Code.

(Amended January 2018)