

BYLAWS OF THE THREE RIVERS ARTISTS GUILD
2010, Updated 2015

(Notes in Red primarily refer to the Michigan Nonprofit Corporation Act, which contains all of the requirements for Michigan nonprofits)

Act 162 of 1982 Section 450.2231: The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the Three Rivers Artists Guild, also referred to herein as “The Guild”. It shall be a nonprofit organization incorporated under the laws of the State of Michigan. The principal office of the Three Rivers Artists Guild shall be in Saint Joseph County, Michigan, unless and until decided otherwise by the Board of Directors of the Guild.

Section 2 — Purposes for which the corporation is organized are: To support and conduct nonpartisan research, education, and informational activities to increase public awareness of artists and art in the Three Rivers, Michigan area. The Guild brings awareness of art to our community at large in the form of educational experiences, shows, and markets; supports local artists in the community by networking, sharing resources and creating venues to show work; and helps create a more prominent art culture in Three Rivers, MI, thereby adding to its tourism draw, to the benefit of merchants and the entire community. **[Read the IRS and Michigan requirements for nonprofits very carefully before changing this.]**

ARTICLE II — MEMBERSHIP

Section 1 — Membership: the Three Rivers Artists Guild is organized on a non-stock, directorship basis **[from Articles of Incorporation]**. Voting Membership shall consist of the Board of Directors Members. **Required Michigan Nonprofit Corporation Act Act 162 of 1982 Section 450.2305**
<http://legislature.mi.gov/doc.aspx?mcl-450-2305>

ARTICLE III: NON VOTING MEMBERSHIP **[Must be designated this way-Section 450.2305]**

Section 1 - Qualifications for Nonvoting Membership: The corporation shall have the following nonvoting members: (1) “Artist Members”, who must be juried-in, **Note: “Juried-in” to be described in “Policies and Procedures” which can be easily changed, not in the ByLaws which cannot be easily changed** and (2) “Friends of the Guild”. “Artist Members” and “Friends of the Guild” pay membership fees to be determined by the Board of Directors. **Note: Dues amount to be described in “Policies and Procedures” which can be easily changed, not in the ByLaws which cannot be easily changed.** The Board of Directors may determine other types of nonvoting membership from time to time. Each Member shall have such rights and benefits as are conferred upon them by the Board of Directors but shall not be entitled to vote on any corporate matters.**[Section 450.2305]** All Board of Directors Members shall be “Artist Members” of the Guild.

Section 2 - Participation In Meetings of the Board Of Directors: “Artist Members” shall have the right to attend and participate in meetings of the Board of Directors but shall not be entitled to vote. **Michigan Nonprofit Corporation Act Act 162 of 1982 Section 450.2305**
<http://legislature.mi.gov/doc.aspx?mcl-450-2305> **“the members are not entitled to notice of or to vote on any matter”**

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board of Directors, also herein referred to as “The Board”, shall have charge, control and management of the business, property, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for

the organization [Not permitted to alter the Articles of Incorporation without unanimous written consent. Section 450.2305] The number of Directors may be fixed from time-to-time by the Board but shall consist of no less than seven (7) members and no more than fifteen (15) members. [Required to give minimum and maximum number] The number of Board members should total an odd number to prevent deadlock in voting. Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the Guild from purchasing insurance or prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

Section 2- Qualifications: Each member of the Board of Directors shall be a juried-in "Artist Member" of the Three Rivers Artists Guild whose membership dues are paid in full. [Section 450.2501] Minimum age defined Section 450.2501a. Note: "Juried-in" to be described in "Policies and Procedures" which can be easily changed, not in the ByLaws which cannot be easily changed. Note2: Dues amount to be described in "Policies and Procedures" which can be easily changed, not in the ByLaws which cannot be easily changed.

Section 3 - Selection of Board Members and Terms of Office: New Officers and Board Members may be proposed to the Board by a majority vote of the "Artist Members" present at the Annual Meeting, but Officers will be elected by the Board as required by the Michigan Nonprofit Corporation Act. Directors may hold more than one Office at the discretion of the Board of Directors, but may have only one vote. [Section 450.2531.] Directors will have 3 years terms, after which they may be re-elected. (Section 450.2505(3)The articles of incorporation or a bylaw of a corporation that is organized on a directorship basis shall specify the term of office and the manner of election or appointment of directors.) The Board may add additional Ex Officio Board members as needed for specific offices or expertise. Ex Officio Board Members will be juried-in Artist Members of the Guild, and they will be voting members of the Board. Note: An ex officio director holds office as a director not by election, but by holding another office that gives her or him the right to be a director for so long as she holds that other office. Having non-voting ex officio Board members has not been addressed in Michigan, but other states have thrown non-voting out and now require ex officio board members to be allowed to vote.

Section 4 - Offices and Duties of the Board of Directors: The Board will consist of the elected Officers (President, Vice President, Secretary, and Treasurer), the Immediately Previous Past President, a Founding Member, the Resident Agent, and 1 or more Members At-Large. There may also be such other officers as the Board of Directors deems appropriate. Directors may hold more than one Office at the discretion of the Board of Directors. Each Director has one vote, no matter how many offices he or she holds. [Section 450.2531(1)The officers of a corporation shall consist of a president, secretary, treasurer, and, if desired, a chairperson of the board, 1 or more vice presidents, and any other officers as prescribed in the bylaws or determined by the board. (4) An officer, as between himself or herself, other officers, and the corporation, has the authority and shall perform the duties in the management of the corporation provided in the bylaws, or determined in accordance with a resolution or resolutions of the board that is not inconsistent with the bylaws.]

Descriptions of Offices:

Section 4.1 - PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board. The President shall

preside as chair for meetings, and shall determine the order of business and establish rules for the conduct of meetings. [specifying meeting chair required-Section 450.2406]

Section 4.2 - VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. If the president and vice president are absent, the Immediately Previous President shall temporarily perform duties of the president.

Section 4.3 - SECRETARY. The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall keep a record of all proceedings of the Board of Directors and maintain the corporate minute book, shall receive and attend to all correspondence and communications including electronic correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws), shall keep a current listing of all Artist Members and Friends of the Guild, shall keep historical records of the corporation, shall oversee the Guild's website and social media, and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors. 450.2485 Books, records, and minutes. A corporation shall keep books and records of account and minutes of the proceedings of its board. The corporation shall keep at its registered office, or at the office of its agent in this state, records that contain the names and addresses of all members, the class or classes of membership held by each member, and the dates when they respectively became members. Any of the books, records, or minutes may be in written form or in any other form that is convertible into written form within a reasonable time. A corporation shall convert into written form without charge any record that is not in written form, if requested by a person that is entitled to inspect the record.

Section 4.4 - TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports at the Annual Meeting and from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. The treasurer shall have custody of all documents relating to the Treasurer's duties. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors. The treasurer shall be responsible for filing the annual Michigan Department of Licensing and Regulatory Affairs Annual Report and paying the required fee. The treasurer shall also be responsible for filing any required IRS annual filing requirements. Section 450.2901-(1) A domestic corporation at least once in each calendar year shall prepare or have prepared a report of the corporation for the preceding fiscal year and distribute that report to each member or present the report at the annual meeting of shareholders or members or, if the corporation is organized on a directorship basis, at the annual meeting of the board. The report shall include all of the following for the corporation's preceding fiscal year:(a) Its income statement. (b) Its year-end balance sheet, including trust funds and funds restricted by donors or the board. (c) Its statement of source and application of funds, if the corporation prepares that statement. (d) Any other information required under this act. A corporation may distribute the financial report electronically...the corporation shall provide the report in written form to a member or director on request. Also—450.2911 Annual report to administrator; filing; contents. Section 450.2922, if report not filed for 2 years, the corporation is automatically dissolved 60 days after the expiration of the 2-year period. Section 450.2487: If requested in writing by a member, a corporation shall mail to the member its balance sheet as at the end of the preceding fiscal year; its statement of income for that fiscal year...within 5 business days.

Section 4.5 - IMMEDIATELY PREVIOUS PRESIDENT: The position of Immediately Previous President shall be held by the immediately previous president. The Immediately Previous President shall be a member of the Board of Directors until the next president is elected.

Section 4.6 - RESIDENT AGENT: The Michigan State Resident Agent shall be a member of the Board of Directors. **Section 450.2241-An individual resident in this state whose business office or residence is identical with the registered office of the corporation. (required to have a Resident Agent, not necessarily required to be on the board. An officer, secretary or treasurer would be sensible, could have this position as well. They still only get one vote, see 4 above.) Change to Resident Agent must be authorized by a resolution duly adopted by the corporation's board. Section 450.2242**

Section 4.7 - FOUNDING MEMBER: A Founding Member shall be one of the original incorporators of the Guild, and is a permanent member of the Board of Directors.

Section 4.8 - DIRECTOR AT-LARGE: Any Board Member who is not an Officer, State Agent, Founding Member, or Immediately Previous President will be referred to as a "Director At-Large".

Section 5 - Terms of office: An officer shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. **(This is from Section 450.2531, "Officers of corporation; membership; election or appointment; individual holding 2 or more offices; term of office; authority and duties." Put the exact term length and staggered terms etc. in Policies and Procedures where it can be easily changed when needed.[http://legislature.mi.gov/doc.aspx? mcl-450-2531](http://legislature.mi.gov/doc.aspx?mcl-450-2531))**

Section 6 - Removal of Director or Officer: The Board of Directors may remove 1 or more Directors with cause. The vote of a majority of the directors then in office is required for a removal. **How to remove a Director - Section 450.2511**

Section 7 - Vacancies: In the event of the death, resignation, removal, or other inability to serve of any Officer or Member of the Board of Directors, the Board of Directors shall elect a successor who shall serve until the expiration of the regular term of such Officer or until his or her successor shall be elected. **Section 450.2515a**

ARTICLE IV: MEETINGS

Section 1 - Annual Meeting: Section 450.2402-Annual Meeting required Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers, receive an Annual Report from the Treasurer, and consider such other business as may properly be brought before the meeting. Notice of the Annual Meeting shall be sent to each Director and Artist Member not less than 10 or more than 60 days before the date of the meeting **[required by Section 450.2404]**, by electronic methods or by any other media at the discretion of the Board. Artist Members may submit to the Secretary proposals for specific actions of the Board up to 10 days before the Annual Meeting. **(Section 450.2404(3)The bylaws may establish reasonable procedures for the submission of proposals to the corporation in advance of a meeting.)** If the annual meeting is not held on the date designated for the meeting, the board shall cause the meeting to be held as soon after that date as is convenient.

Section 2 - Special Meetings: Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any director. Meetings and voting may be held by any means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. Any member of the Guild may attend Board meetings. **Section 450.2405(1) - Meetings may be held "by a conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication." etc. <http://legislature.mi.gov/doc.aspx?mcl-450-2405> Voting may be done "by remote communication".**

Section 3 - Notice of Meetings: Notice of the time and place of all meetings of the Board shall be sent to each Director not less than 10 or more than 60 days before the date of the meeting [required by **Section 450.2404**], by telephone, electronic methods, by written notice, or by any other media at the discretion of the Board. **Section 450.2406a** If meetings are to be held by remote communications, a description of the means of remote communication will be included in the notice. (**Sec. 450.2404, 7-<http://legislature.mi.gov/doc.aspx?mcl-450-2404>**) Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting may be waived in writing before or after the meeting.

the notice described in subsection (1) shall include a description of the means of remote communication by which a shareholder, member, or proxy holder may participate. 450.2404 does not prohibit a corporation from conducting a meeting without notice or with the notice prescribed in the articles of incorporation or bylaws, if the meeting is for a purpose or purposes that do not involve the election of directors or the taking of other actions involving control or governance of the corporation for which a vote is required... 450.2404 The bylaws may establish reasonable procedures for the submission of proposals to the corporation in advance of a meeting.

Section 4 - Action without a meeting: Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes. [**Section 450.2407**] [**450.2525 Taking action without meeting; consent.**]

Section 5 - Quorum: Board Members entitled to cast a majority of the votes at a meeting constitute a quorum at the meeting. **Section 450.2415** However, a quorum of the Board may not be less than 1/3 of the members of the Board who are then in office. **Section 450.2523** The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board.

ARTICLE VII: INDEMNIFICATION [**See Section 450.2561**]

Each person who is or was a director, officer, or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee, non-director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as

such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentences.

ARTICLE VIII: MISCELLANEOUS

Section 1 - COMMITTEES.

1.1 The Board of Directors may establish such standing or special committees consisting of 1 or more Artist Members from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board shall pass a resolution stating the purposes of the committees appointed under this subsection, the terms and qualifications of committee members, and the ways in which members of the committees are selected and removed. A committee under this section is not an executive committee and may not execute the power or authority of the Board in the management of the business and affairs of the corporation, but may perform under the direction of the board functions determined from time to time by the Board. (Section 450.2527 requires all this. Executive committees are easier. <http://legislature.mi.gov/doc.aspx?mcl-450-2527>)

1.2 The Board of Directors may establish one or more executive committees consisting of 1 or more Directors, which serves at the pleasure of the board. In the absence or disqualification of a member of an executive committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of the absent or disqualified member. [Section 450.2527]

Section 2 - AMENDMENTS. These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation. [See Section 450.2601-Section 450.2651]

ARTICLE IX : TAX STATUS AND DISSOLUTION [This is IRS required for nonprofits] [See MI Section 450.2801 - Section 450.2864 also]

Section 1 - No part of the net earnings of the Guild inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Guild may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article I. No substantial part of the Guild's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Guild may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Regardless of any other provision of these articles, the Guild may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the Guild, the funds in the treasury, after all creditors have been paid, shall go to the Carnegie Center for the Arts in Three Rivers, MI, or other 501(c)(3) nonprofit organization with a similar purpose to the that of the Three Rivers Artists Guild.

CERTIFICATION These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on _____, 20__

Secretary

(Submitted to the Board 2010)

Date

cites from <http://legislature.mi.gov/doc.aspx?mcl-Act-162-of-1982> NONPROFIT CORPORATION ACT Act 162 of 1982

[Change in legal requirements 2015, only Board members may vote, see [Act 557](#).]