

BYLAWS

of

THE ART CENTER aka Anton Art Center Mount Clemens, Michigan

Approved October 10, 1999
Amended, June 10, 2001
Amended, March 13, 2008
Amended, March 25, 2010
Amended, March 15, 2011
Amended, June 24, 2014
Amended March 7, 2015
Amended March 21, 2017
Amended April 21, 2020
Amended July 20, 2021
Amended January 18, 2022

**BYLAWS
OF
THE ART CENTER
MOUNT CLEMENS, MICHIGAN**

ARTICLE I GENERAL

1.01 Name

The name of this non-profit corporation is The Art Center with assumed name Anton Art Center.

1.02 Mission

The Anton Art Center's mission is to enrich and inspire people of all ages through the arts.

1.03 Principal Office

The principal office of The Art Center shall be located at 125 Macomb Place, Mount Clemens, Michigan 48043. The principal office shall be the repository of all records, files, papers and documents pertaining to the business of the Center. The Center may have such other and additional offices as may from time to time be designated by its Board of Trustees. The Executive Director shall be the Registered Agent of The Art Center.

1.04 Fiscal Year

The fiscal year of the Center shall run from October 1 to September 30.

1.05 Powers

The Art Center is a not-for-profit corporation organized exclusively for educational purposes within the meaning of section 501[c](3) of the Internal Revenue Code.

In order to carry out its mission, including its educational purposes, the Center may solicit and receive grants, contributions and other property, enter into contracts, engage needed personnel and services, permit the use of its facility, and transfer and hold and invest such real property as may be required.

1.06 Receipt of Gifts

The Center is authorized to receive gifts of property or money to be used in accordance with the purposes of this corporation as set forth in its Articles of Incorporation and in these bylaws.

Gifts of property will be accepted at the discretion of the Center's Executive Director and Trustees, and such gifts shall be disposed of as the Executive Director and Trustees see fit. It will be the sole responsibility of the donor to estimate the value of gifts of property deeded or given to the Center.

1.07 Restrictions on Operation

The Art Center shall not engage in carrying on propaganda or otherwise attempt to influence legislation, either by advocating or opposing pending or proposed legislation.

1.08 Equal Opportunity Statement

It shall be the policy of The Art Center to provide equal membership, employment, and service opportunities to all eligible persons without regard to race, religion, color, national origin, age, gender identity, sexual orientation, parental status, handicapping condition, or membership in any labor organization.

ARTICLE II

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ARTICLE III GOVERNMENT

3.01 Board of Trustees

The property and lawful business of the corporation shall be held and managed by a Board of Trustees consisting of at least fifteen (15) members. Members of the Board shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their duties. In addition to the powers and authority of these Bylaws, and by the certificate of incorporation expressly conferred on them, the Board of Trustees may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute nor by the certificate of incorporation, nor by these Bylaws directed or required to be exercised.

3.02 Eligibility

Any constituent of The Art Center shall be eligible to be a Trustee.

3.03 Terms of Office

Each Trustee shall be elected to a three (3) year term. Any Trustee who has been elected to and has served two consecutive terms shall not be eligible for re-election for at least one year thereafter. This restriction may be waived by a two thirds majority vote of the Board of Trustees.

3.04 Elections

At each Annual Meeting, one third of the Trustees shall be elected to a three (3) year term to replace the Trustees whose term of office shall expire at such meeting. The names of all candidates for the office of Trustee shall be presented to the Board of Trustees, and an election shall be conducted by the chairman of the meeting.

3.05 Nominating Committee

The President shall appoint the Governance Committee to serve as a Nominating Committee of no less than three (3) members. At least one month prior to any Board meeting where candidate(s) for Trustee will be considered, the Nominating Committee shall develop and present to the Board, a slate of candidates for some or all of the vacancies to be filled. The Nominating Committee shall nominate all officers and all successors to interim vacancies on the Board of Trustees.

3.06 Nominations by Petition

Individuals wishing to be a trustee of The Art Center should write a letter of intent to the Executive Director and attach a resume. In their letter they should specifically indicate what they will bring to the board (i.e. leadership, fund raising, marketing, etc.). The Nominating committee will review all applications. Those deserving further consideration will be interviewed by the director and at least one board member. Requirements for time and financial commitment will be discussed at that time.

3.07 Vacancies

In the case of vacancy on the Board of Trustees, the Nominating Committee shall submit the name(s) of candidate(s) to fill the vacancy to the Board of Trustees, who will elect a successor(s) to hold office.

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3.10 Removal of Trustees

A Trustee may be removed from office for failure to attend three (3) consecutive meetings of the Board of Trustees (except for good cause shown). Such action may be taken only after such Trustee shall have been given written notice at least ten (10) days before the Board meeting at which his/her removal is to be considered, and (s)he shall be permitted to be heard in his/her own defense at such meeting. A vote of three-fourths of the Trustees present is required to remove a Trustee from office.

ARTICLE IV OFFICERS

4.01 Officers

The officers of The Art Center shall be a President, a President Elect/Immediate Past President (in alternating years), a Secretary and a Treasurer, along with such other officers as the Board of Trustees may designate, all of whom shall be elected by the Board of Trustees.

4.02 President

The President shall chair the Board, preside over all meetings of the Board of Trustees and act as a liaison between the Board and the Executive Director and as a liaison between the Board and community organizations. They shall be an ex-officio voting member of all standing committees.

4.03 President Elect/Immediate Past President

In the absence of the President, the President Elect/Immediate Past President shall perform the duties and exercise the powers of the President.

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4.05 Secretary

The Secretary shall maintain a record of attendance and of all of the meeting minutes of the Board of Trustees. The Secretary shall also maintain a record of all reports of committees appointed by the Board.

4.06 Treasurer

The Treasurer shall maintain records of all financial transactions of The Art Center and authorize expenditures. They also shall serve as a member of the Internal Affairs Committee.

4.07 Terms of Office

Current Officers of the Board of Trustees shall hold office until the first meeting of the Board of Trustees following the Annual Meeting.

The President shall serve for one two-year term. The Immediate Past President shall serve for a one-year term following his/her term as President. The President Elect shall serve for a one year term during the President's second year. The Treasurer and Secretary may serve indefinitely within their Board of Trustee term limits, as set forth in Section 3.03.

4.08 Officer Vacancies

In the event that an officer resigns or is unable to fulfill the term in office, the President shall direct the Nominating Committee to prepare and submit the name of a candidate to fill the vacancy to the Board of Trustees for election at the next scheduled regular Board meeting. The successor shall hold office for the unexpired term of the officer whom they succeed.

4.09 Executive Director

The Board of Trustees is responsible for hiring an Executive Director who shall be the Chief Operating Officer of The Art Center. The Executive Director shall be an ex officio member of the Board of Trustees without voting privileges. The authority and duties of the Executive Director are outlined in the job description approved by the Board of Trustees for the position.

ARTICLE V MEETINGS

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5.02 Annual Meeting

The Annual Meeting is for reviewing activities and accomplishments from the past year.. The date of the meeting is set by the Board of Trustees, no later than six months from the end of the fiscal year.

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5.04 Voting Procedures

Each Trustee shall have one (1) vote at all meetings. Voting may be by voice or by written ballot. A Trustee must be present to vote.

5.05 Voting Eligibility

Only members of the Board of Trustees are eligible to vote during meetings.

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5.08 Board of Trustees—Regular Meetings

Regular meetings on a bimonthly, or at least quarterly, basis shall be held at times agreed upon by the Board of Trustees. Meetings shall be held at The Art Center or at other locations designated by the Board of Trustees, or by conference call when appropriate. Notice of time and location shall be furnished at least two (2) days prior to the date by letter or e-mail, and sent to the last known contact information for each Trustee.

5.09 Board of Trustees—Special Meetings

The President may call a special meeting of the Board of Trustees at any time. In the absence of the President, the President Elect/Immediate Past President or any two (2) Trustees may call such a meeting. Special meetings shall be held at The Art Center, at other locations designated by the Board from time to time, or by conference call when appropriate. Notice of the meeting shall be provided at least two (2) days prior to the date by letter, or e-mail, and sent to the last known contact information for each Trustee.

5.10 Quorum—Board of Trustees

A number of members of the Board of Trustees equal to 2/3 of total Trustees shall constitute a quorum for the transaction of business. The acts of the majority of the Trustees present at a meeting at which a quorum is present, shall be the acts of the entire Board except as limited by these Bylaws. If a quorum does not exist then absent trustees may vote electronically at the President's request. Results of an electronic vote will be included with the meeting's documents.

ARTICLE VI COMMITTEES

6.01 Committee Structure

With the approval of the Board of Trustees, the President shall appoint Standing and Special Committees as deemed necessary and useful to carry out the mission of The Art Center. Permanent standing committees are to include Governance, Internal Affairs and Institutional Advancement.

6.02 Committee Chairs

With the approval of the Board of Trustees, the President shall appoint the Chairperson of each permanent standing committee. The Chairperson shall be a member of the Board of Trustees.

6.03 Term of Office

Each Committee Chairperson shall serve for a term of one (1) year. Any Chairperson who has served for three (3) years shall not be eligible for re-appointment as Chairperson for at least one year thereafter. This restriction may be waived by a two thirds majority vote of the Board of Trustees.

ARTICLE VII BYLAWS

These bylaws may be amended at any meeting of the Board of Trustees upon a two thirds majority vote of the Trustees present.

The Board of Trustees interpretation of the bylaws shall be considered the correct interpretation when reached by a majority vote.

These bylaws shall become effective immediately upon adoption.

ARTICLE VIII LIMITATION OF PERSONAL LIABILITY

A volunteer Trustee (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the Trustee's fiduciary duty arising under any applicable law. However, this Article shall not eliminate or limit the liability of a Trustee for any of the following:

1. A breach of the Trustee's duty of loyalty to the Corporation or its members
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
3. A violation of Section 551(1) of Act 162, Public Acts of 1982, as amended.
4. A transaction from which the Trustee derived an improper personal benefit.
5. An act or omission occurring before January 1, 1988.
6. An act or omission that is grossly negligent.

To the extent permitted by law, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer Trustee (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer Trustee's duties as such.

Any repeal or modification of the Article shall not adversely affect any right or protection of any Trustee of the Corporation existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE IX DISSOLUTION

Upon dissolution of The Art Center, The Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of The Art Center exclusively for the purposes of The Art Center in such manner, or to such organization(s) organized and operated exclusively for cultural, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of The Art Center is then located, exclusively for such purposes or such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X PARLIAMENTARY AUTHORITY

The current edition of ***Roberts Rules of Order Newly Revised*** shall be the parliamentary authority on all issues to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules or order of this Corporation.