

MCLEAN COUNTY ART ASSOCIATION

Constitution and Bylaws

CONSTITUTION

ARTICLE I

Section 1. Name of Corporation

The name of this Illinois not-for-profit corporation shall be McLean County Art Association, hereafter referred to as the "Association."

Section 2. Office

The Association shall maintain its principal office and archives at 601 North East Street, Bloomington, Illinois, 61701. The Association shall continuously maintain in this state a registered office and a registered agent with an office in the state of Illinois.

ARTICLE II

Section 1. Purpose

The purpose of this not-for-profit Association is to, but is not limited to, encourage and promote the appreciation, study, cultivation, development and practice of art for the benefit of all the people, cultures and communities of McLean County.

Said Association is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAWS

ARTICLE I

Definitions

Board of Directors ("Board"): The governing body of the Association.

Board Member: An individual who is a member of the Board of Directors.

Ex-Officio Member: A non-voting member of the Board. Ex-officio members may only be the immediate past president and the Executive Director of the McLean County Arts Center.

McLean County Art Association ("Association"): An Illinois not-for-profit corporation. The Association's assumed name is the McLean County Arts Center.

Member: An individual who has paid dues to the Association within the last year.

ARTICLE II

Membership

Section 1. Qualification of Membership

Any person supportive of the objectives of this Association may become a member by payment of dues.

Section 2. Membership Fee Structure

Classes of membership and membership dues shall be determined by the Board of Directors as recommended by the Membership Committee.

ARTICLE III

Powers and Prohibited Transactions of Association

Section 1. Powers

The Association shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois and other applicable laws.

The Association shall have the power to receive, purchase, manage, sell, dispose of and encumber real, personal, and/or intangible properties.

The Association shall have the power to receive and maintain a fund or funds consisting of real and/or personal property and to use and apply the whole or any part thereof exclusively for charitable or educational purposes.

Section 2. Prohibited Transactions

To avoid penalties and/or loss of the exemption under Internal Revenue Code Sec. 501(c)(3), the Association shall not engage in the following prohibited transactions: (1) inuring any part of the net earnings to the benefit of any private individual or member, (2) devoting a substantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation, or (3) intervening in any political campaign.

ARTICLE IV

Board of Directors

Section 1. Number

The Board of Directors, hereafter referred to as the "Board," shall be the governing body of the Association and shall consist of no less than twelve (12) nor more than eighteen (18) board members.

Section 2. Responsibilities

The Board shall have the full authority to transact the business of the Association and shall:

1. Determine and carry out the policies and programs of the Association.
2. Control operating funds and the capital assets of the Association.
3. Maintain personnel policies for all employed positions.
4. Each member of the Board shall serve on at least one committee.
5. The Board shall maintain the constitution and bylaws.

Section 3. Term of Office

- a. A board member shall be elected to a three-year (3-year) term or to complete an unexpired term created by a vacancy with the opportunity for a one time three-year (3-year) renewal.
- b. Voting for new board members will take place at the August meeting with terms beginning at the next regular meeting.
- c. A board member may be removed by a majority vote of the Board.
- d. At the discretion of the Nominating Committee, an outgoing Board Member may be asked to serve as President.
- e. If the immediate Past President's term has expired, the current President may request that the immediate Past President serve as an ex-officio member of the Board for no more than one (1) year. If the immediate Past President's term has not expired, they are a full voting member of the Board with full voting privileges until their term expires.

Section 4. Ex-Officio Members

There shall be no more than two (2) ex-officio members on the Board. Ex-Officio Members are limited to the Executive Director of the McLean County Arts Center and the immediate Past President of the Board, if not a current board member. Ex-Officio Members do not have the power to vote at Board meetings, but they may attend Board meetings and provide input..

Section 5. Vacancies

If Board vacancies result in less than 12 members, nominations can be made and voted on at any regular board meeting. The approved nominee shall begin serving at the regular meeting following their approval.

Section 6. Meetings

- a. Meetings of the Board of Directors shall be held on a regular basis no less often than six (6) times a year. Members shall be notified thirty (30) days prior to a meeting.
- b. Special Meetings may be called by the President or by any four (4) board members as deemed necessary. All board members must be notified no less than 48 hours prior to the meeting.

Section 7. Quorum

A quorum shall consist of a majority of the current Board.

Section 8. Notification

A change of date or time of a scheduled Board meeting requires notification to board members at least 48 hours prior to the meeting. The notification shall be by phone, mail, electronic communication, or by whatever means necessary.

Section 9. Compensation

Board members and Officers shall receive no compensation for their services, other than reimbursement for mileage or out-of-pocket expenses as related to the business of the Association and as approved by the Board of Directors.

Section 10. Conflict of Interest

The Association as a nonprofit, tax-exempt organization, depends upon charitable contributions from the public. It is required to take affirmative steps to ensure compliance with applicable local, state and federal laws and maintain its integrity through ethical conduct. The operations of the Association must not only meet all legal requirements, but being dependent on the public trust, conduct its affairs to withstand scrutiny by and accountability to both governmental authorities and members of the public.

There exists between the Association and its board members, officers, and staff a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. It is understood that such duty may entail the voluntary surrender of certain rights to personal privacy and economic activity. The board members, officers, and staff have the responsibility of administering the affairs of the Association in such a way that no conflict will arise between their personal interests and the policies, operations and interests of the Association . The board members, officers, and staff are to take reasonable steps to make their actions transparent and understandable to the public, especially where lack of transparency may reasonably lead to an appearance of a conflict of interest.

A conflict of interest may exist when the interests or potential interests of any board member, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with the Association has allegiance, may be seen as competing with the interests of the Association , or may impair such person's independence or loyalty to the Association. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any board member, officer, or staff member in a manner that is adverse to the interests of the Association.

Use of Information

Board members, officers, and staff shall not use information received from participation in Association affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of the Association.

Disclosure and Recusal

Whenever any board member or the executive director has a conflict of interest or a perceived conflict of interest with the Association, he or she shall notify the board chair of such conflict in writing.

Whenever any staff member has a conflict of interest or a perceived conflict of interest with the Association, he or she shall notify the executive director of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the board, or a board committee, the person with the conflict shall call it to the attention of the board chair and shall not be present during board or committee discussion or decision on the matter.

The minutes of the meeting of the board or its committee shall reflect that the conflict of interest was disclosed, that the person with the conflict was not present during discussion or decision on the matter, and that the person with the conflict did not vote.

Dissemination

A copy of this conflict-of-interest policy shall be furnished to each board member, officer, and staff member who is presently serving this organization or who becomes associated with it.

Annual Review

The conflict of interest policy and its application shall be reviewed annually by the board members, officers, and staff members, each of whom have a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy. A conflict of interest statement shall be signed by each member at the August board meeting or at the first meeting for new board members. For staff, a conflict of interest statement shall be signed within thirty (30) days of beginning employment.

Section 11. Non-Discrimination

In the selection of Board members, election of officers, employment of personnel, provision of services and in all other aspects of its operation and the delivery of its mission on a daily basis, the Association shall not discriminate on the basis of actual or perceived race, color, religion, sex, pregnancy, national origin, citizenship status, sexual orientation, gender identity, gender expression, ancestry, disability, unfavorable discharge from the military service or military status, age, marital/civil union status or any other characteristic protected by law,

Section 12. Nepotism

No board member shall have an immediate family member as an employee of the Association. Nor shall there be any immediate family members amongst Board Members.

ARTICLE V

Nomination and Election

Section 1. Nominations

Nominations for board members will be made yearly at the regular August meeting.

Section 2. Election

Officers shall be elected yearly at the August meeting. If there is but one nomination for each office, the Secretary may be instructed to cast the ballot for every nominee.

A majority vote of board members present and voting shall constitute winning an election.

ARTICLE VI

Officers and their Duties

Section 1. Officers

The officers, who also serve as members of the Board, are a President, a Vice President, a Treasurer and a Secretary.

The Officers shall be elected to serve one (1) year. Officers may hold their respective office for 2 terms, but must qualify for re-election each term. A term shall begin in September following their election.

Section 2. Duties of the President

The President shall preside over all board and executive meetings, vote in case of a tie, assign all duties, appoint all committees, sit ex-officio on all committees, sign contracts, and shall exercise all authority and power incident to such office.

Section 3. Duties of the Vice President

Shall serve in the place of the President when, for any reason, the President is unable to act. In such event, the Vice President shall have the authority and powers to perform all duties of the President. The Vice President shall perform such other duties as the President may designate.

Section 4. Duties of the Secretary

The Secretary shall keep the minutes of all meetings, send minutes of the last meeting with notice of the next meeting to all Board Members, and maintain records of the term of service of each Officer and board member and a chart of attendance. The Secretary shall also keep a register of the name, address, telephone numbers and any other form of address of each board member. The Secretary shall conduct all correspondence as directed by the President. The Secretary shall preside at meetings in the absence of the President and Vice President.

Section 5. Duties of the Treasurer

The Treasurer, who is of professional qualifications, shall be responsible for the financial records of the Association, submit a monthly financial statement at each regular Board meeting, report the funds and property of the Association at each Annual meeting and submit a fiscal year financial statement, keep the monies of the Association in financial institutions as designated by the Board, and upon request present the financial records for audit to a firm appointed by the Board as required by law, regulation, or Board resolution. The Treasurer will chair the Finance Committee.

Section 6. Removal from Office

Any officer may be removed by the majority vote of the Board.

ARTICLE VII

Executive Committee

Section 1. Number

The Executive Committee shall be composed of the elected Board officers, one board member at large who is assigned by the President, and the Executive Director as a non-voting member.

Section 2. Quorum

Three (3) Executive Committee board members present shall constitute a quorum for the Executive Committee.

Section 3. Duties

The Executive Committee shall have the authority to transact emergency business of the Association between regular Board meetings, subject to ratification by the Board at the next meeting. The committee is responsible for annual reviews of the Executive Director.

Section 4. Meetings

The meetings of the Executive Committee shall be held upon the call of the President.

ARTICLE VIII

Committees

Section 1. Purpose

In addition to the Executive Committee, there shall be the following standing committees: Nominating, Finance, Exhibition, and Education. The President shall assign other such standing committees as are necessary to accomplish the work of the Association and special/ad-hoc committees that may be required for a limited period of time.

Section 2. Committees and Duties

a. Nominating Committee. The committee shall consist of four (4) board members: The chairman, who shall be a board member, two (2) other board members, and one (1) member of the Association at large. The president shall appoint the chairman and one (1) board member to serve on the Nominating Committee. The two (2) other members shall be elected by the Board of Directors. The committee shall present nominees at regular Board meetings to fill any vacancies.

b. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as Chairperson, the Executive Director, and at least two (2) other board members. The Finance Committee shall prepare the annual proposed budget from the figures submitted by various committees. It shall review the budget periodically throughout the year and make recommendations to the Board on the Association's financial status.

c. Exhibition Committee. The Exhibition Committee shall be responsible for short and long range program plans, and shall coordinate all exhibition activities of the Association. It shall be responsible for preparing and maintaining the Center's Exhibition Calendar. The Committee shall evaluate the Association's exhibitions on an annual basis, and submit a written report to the Board. The committee shall recommend staff and space needs for the program activities.

d. Education Committee. The Education Committee shall be responsible for short and long range Education plans, and shall coordinate all program activities of the Association. It shall be responsible for preparing and maintaining the Association's Education Calendar. The Committee shall evaluate the Association's education programs on an annual basis, and submit a written report to the Board. The committee shall recommend staff and space needs for the education program activities.

e. Staff Membership on Committees. The Executive Director may appoint/assign Association staff to any standing or ad-hoc committee upon approval of the President and the Chairperson of that committee.

ARTICLE IX

Meetings of the Association

Section 1. Annual Meeting

An annual meeting of the membership shall be held. Notice of time and place of such meeting shall be announced at least three (3) weeks prior to the meeting date. A quorum shall consist of a majority of board members.

Section 2. Special Meetings

Special meetings of the Association may be called at the direction of the Board of Directors with a minimum of a one (1) week notice.

ARTICLE X

Parliamentary Authority

Robert's Rules of Order, revised, shall govern the organization in all cases to which they are applicable.

ARTICLE XI

Amendments

These Bylaws may be amended, revised, altered or replaced and a new set of Bylaws adopted by a majority vote of the Board at a regular meeting. Notice of proposed changes must be submitted to the Board one (1) month prior to the vote.

ARTICLE XII

Fiscal Administration

Article 1. Fiscal Year

The fiscal year shall be from September 1 through August 31.

Article 2. Annual Audit of Accounts

The accounts of the Association shall be audited at the close of each fiscal year. The accounts may be audited at such other times as deemed necessary by the Board.

Article 3. Maintenance of Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Article 4. Execution of Payables

Except as provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the Association will be signed by whomever the Board assigns for all budgeted amounts. Any item exceeding or not included in the approved budget must be approved by the Board.

ARTICLE XIII

Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Indemnification

The Association shall, to the extent legally permissible, indemnify each of its board members and officers, and former board members and officers, of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity provided that he or she acted in good faith for the best interest of the Association. Any compromise or settlement payment shall be approved by a majority vote of a quorum of board members who are not at that time parties to the proceeding.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Bylaws approved at the May 20, 2015 meeting of the Board of Directors.