

Croswell Opera House and Fine Arts Association
BYLAWS
Adopted February 8, 2017

ARTICLE I – NAME

The name of the organization is Croswell Opera House and Fine Arts Association, hereinafter referred to as “the organization” or “the Croswell.” The Croswell is and shall continue to be a not-for-profit corporation organized pursuant to Michigan Public Act 162 of 1982, the Nonprofit Corporation Act, and is a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Authority: The governance of the Croswell is and shall be entrusted to the Board of Directors. The primary responsibilities of the Board of Directors shall be to approve the annual budget and to hire and evaluate the chief executive, to whom the board may delegate such responsibilities as it sees fit. The board shall also be empowered to define the organization’s policies and monitor their implementation. The board shall be responsible for ensuring the Croswell complies with all state and federal laws governing the operation of nonprofit organizations.

Section 2 – Number of Directors: The Board of Directors shall consist of not less than fifteen (15) or more than twenty-one (21) persons.

Section 3 – Terms and Limitations: The term of office for directors shall be three (3) years, and terms shall commence and expire at the beginning and end of the calendar year. The terms shall overlap so that approximately one-third (1/3) of the directors are elected each year. A director shall be eligible for election to no more than two (2) consecutive terms. After the conclusion of a second term, a director must remain off the board for at least one (1) full year before being eligible for additional terms on the board, except as provided by Article II, Section 7.

Section 4 – Election of Directors: A nominating committee shall be convened as needed to recruit new directors, who shall be voted on by the board. Except in the case of vacancies, directors shall be elected or re-elected at the last regular meeting before the end of the calendar year. The election or re-election of any director must be

approved by a majority vote of a quorum of the board, or by a majority of all board members if a vote is held electronically as described by Article IV, Section 5.

Section 5 – Termination – A Director may be terminated for any valid reason by a two-thirds (2/3) vote of the board. Valid reasons may include excessive absences, defined as being absent from three (3) regular meetings in succession or four (4) meetings in any fiscal year.

Section 6 – Vacancies: A nominating committee shall be convened to make recommendations to fill any vacancies that may occur on the Board of Directors. Directors filling vacancies will be elected using the same process described in Article II, Section 4, with the exception that a vacancy may be filled at any point during the year. The newly elected director's term shall only be for the remainder of the unexpired term created by the vacancy, and the term limits described in Article II, Section 3 shall apply as if the director had served an entire term.

Section 7 – Immediate Past President: The immediate past president shall be eligible to serve as a voting member of the board and the executive committee for one year. If the immediate past president has completed two terms on the board, this section shall supersede the term limits imposed by Article II, Section 3, and the one-year prohibition on re-election to the board shall commence at the end of one year serving as immediate past president.

Section 8 – Conflicts of Interest: Board members shall annually sign and be bound by a Conflict of Interest policy, which shall be approved by the board.

ARTICLE III – OFFICERS

Section 1 – Positions and Terms: The officers of the Croswell shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary, and a Parliamentarian. Officer candidates must be a current director in order to hold office. Except for President and Treasurer, any two offices may be combined at the discretion of the Board of Directors, and some of their duties may be delegated to staff at the Board's discretion. The terms of the officers shall be one (1) year, and terms shall be renewable.

Section 2 – Duties of Officers:

- A. President – The President shall preside over all meetings of the Board of Directors. The President shall perform all acts incidental to the Office of the President, and shall have additional powers and duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all standing committees.
- B. First Vice President – The First Vice President shall assist the President and preside over board meetings in the President’s absence.
- C. Second Vice President – The Second Vice President shall chair the nominating committee, and shall also preside over board meetings in the President and First Vice President’s absence.
- D. Secretary – The Secretary shall ensure that accurate minutes of all board meetings are kept and is responsible for the integrity of all board documents.
- E. Treasurer – The Treasurer shall chair the Finance Committee and may also perform other duties as assigned by board policy.
- F. Parliamentarian – The Parliamentarian shall be a resource person on parliamentary procedure and shall assist the president in proceeding according to the bylaws.

Section 3 – Election of Officers: The Nominating Committee shall prepare a slate to be voted on at the final meeting of each calendar year. Directors may submit additional nominees to the slate at any time prior to the meeting. Elections shall follow the process described in Article II, Section 4.

Section 4 – Vacancies in Office: In the case of vacancy in the office of the President, the First Vice President shall succeed to the office for the unexpired term or until a new president is elected by the board. In case of a vacancy in any other office, the vacancy shall be filled for the unexpired term by the Board of Directors at a regularly-scheduled meeting using the same process described in Article III, Section 3.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Required Number of Meetings: The Board of Directors shall meet at least five (5) times per calendar year, but may meet more often as directed by board resolution.

Section 2 – Regular Meetings: The schedule for regular meetings shall be set by board resolution.

Section 3 – Special Meetings: Special meetings shall be held on the call of the President or First or Second Vice President acting as President, or upon written request of not less than three (3) Directors. The President shall give not less than three (3) days notice of said special meeting and the purpose of the meeting shall be stated in the notice of said meeting. A quorum necessary to conduct business shall consist of a simple majority of the Board of Directors (half of the directors plus one).

Section 4 – Quorum and Requirements for Action: A quorum necessary to conduct business shall consist of a simple majority of the Board of Directors (half of the directors plus one). So long as a quorum is present, decisions may be made by a simple majority of those present at the meeting, except as otherwise indicated in these bylaws.

Section 5 – Voting Rights: Except as otherwise provided in the Articles of Incorporation or these bylaws, each director shall be entitled to one vote on each matter under consideration.

Section 6 – Electronic Voting: A vote on any item may be initiated by the President or a designee between meetings, collecting votes electronically. The President will take reasonable precautions to ensure that the Board of Directors themselves cast the votes. There are no proxies for electronic votes, but neither is there a time limit. Instead, the President must continue gathering votes until no further voting could affect the outcome. Results of any electronic poll must be announced by the President or a designee to the whole Board of Directors (by email), and at the next meeting. All decisions made in this manner will be recorded in the minutes of the next regularly-scheduled meeting.

ARTICLE V – COMMITTEES

Section 1 – Executive Committee:

- A. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Parliamentarian, plus the immediate past president when applicable under Article II, Section 7.
- B. The function of the Executive Committee shall be to carry on the business of the Croswell in the interim between meetings of the Board of Directors. The President or any two (2) other members of the Executive Committee may call a meeting of the Committee. The Committee's action shall be to review issues of board governance and make recommendations of policy options and agenda items for consideration of the full board.

Section 2 – Finance Committee:

- A. The Finance Committee shall be chaired by the Treasurer. Other members shall be appointed by the President at the final regular meeting of the calendar year or as needed.
- B. The function of the Finance Committee shall be to oversee the financial functions of the Croswell.

Section 3 – Additional Committees: Additional committees, including the Nominating Committee, may be formed or dissolved as needed at the discretion of the President.

ARTICLE VI – FINANCE

Section 1 – Budget: Prior to the beginning of each fiscal year, a budget of estimated revenues and expenses for the coming year shall be approved and adopted by the Board of Directors.

Section 2 – Audit: The books of the accounts of the Croswell shall be audited annually by a qualified third party, and a report of the auditor's findings shall be provided to the Board of Directors.

Section 3 – Depositories and Official Signatures: The Board of Directors shall approve the official depositories of the Croswell and shall annually designate those persons who shall be authorized to sign checks and other monetary documents. Said designation shall occur at the final meeting of each calendar year, or as otherwise needed.

Section 4 – Financial Policies: The board shall establish and enforce a Financial and Controls Policy. As long as an endowed fund exists, the board shall also establish and enforce a policy for the investment and use of said fund. Both policies shall be reviewed annually by the Finance Committee, which shall present them to the full board at least once per year for the board’s reauthorization or approval of any changes.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

In accordance with and subject to the provisions, limitations and restrictions set forth in Michigan Public Act 162 of 1982, the Croswell shall indemnify and agree to indemnify its directors, officers, employees, agents and volunteers, (the “Indemnified Parties”), who were, are, or shall become, or are threatened to become a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by virtue of the indemnified parties serving in any capacities for and on behalf of the corporation. The Croswell shall be further authorized to purchase and maintain insurance or other security for or on behalf of the Indemnified parties for any of the indemnification obligations authorized by this article.

ARTICLE VIII – AMENDMENT OF BYLAWS

Section 1 – Voting Process: These bylaws or any part of them may be amended, repealed or added to by a two-thirds (2/3) majority vote of the Board of Directors in attendance at any regular meeting, so long as a quorum is present.

Section 2 – Notification: Notice of such intended action shall be stated in the notice of the meeting sent to all members of the Board of Directors not less than seven (7) days prior. Amendments shall be read at one meeting and acted on at the next regular meeting.

ARTICLE IX – DISSOLUTION

Upon the termination or dissolution of this corporation, in any manner and for whatever reason, all assets remaining over and above the amount necessary to pay debts and expenses shall only be distributed to other nonprofit organizations as described in Section 501(c)(3) of the Internal Revenue Code.