

**BYLAWS OF MONTEVALLO ARTS COUNCIL
A NONPROFIT CORPORATION**

**ARTICLE ONE
INTRODUCTION**

Definition of Bylaws

- 1.01. These Bylaws constitute the code of rules adopted by Montevallo Arts Council for the regulation and management of its affairs.**

Purposes and Powers

- 1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law.**

The primary purpose of this Corporation is to produce, promote, and coordinate the arts to enrich the quality of life, promote economic vitality, and advance arts education in the greater Montevallo Community.

**ARTICLE TWO
OFFICES AND AGENCY**

Principal and Branch Offices

- 2.01. The principal place of business of this Corporation in Alabama will be located at 277 Park Drive, Montevallo, Alabama 35115. In addition, the Corporation may maintain other offices either within or without the State of Alabama as its business requires.**

Location of Registered Office

2.02. The location of the initial registered office of this Corporation is 277 Park Drive, Montevallo, AL 35115. Such office will be continuously maintained in the State of Alabama for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those individuals or organizations having membership rights in accordance with the provisions of these Bylaws.

Class(es) of Members

3.02. This Corporation will have various classes of Members that are designated as student, individual, family and organization. Certificates of membership evidencing membership in such classes will be issued by the Corporation.

Qualification of Members

3.03 Membership is open to all individuals and organizations in sympathy with the Corporation's purpose.

Members' Dues

- 3.04. The annual dues payable to the Corporation by Members of each class will be in such amount(s) as may be determined from time to time by resolution of the Board of Directors.**

Place of Members' Meetings

- 3.05. Meetings of Members will be held at the registered office of this Corporation in the State of Alabama.**

Annual Members' Meetings

- 3.06. The annual meeting of the Members will be held in October of each year.**

Special Members' Meetings

- 3.07. Special meetings of the Members may be called by any of the following:**
- (1) The Board of Directors;**
 - (2) The President; or**
 - (3) Written request by at least two (2) Members.**

Notice of Members' Meetings

- 3.08 Written or printed notice, stating the place, day and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called, must be provided no less than five (5) nor more than forty (40) calendar days before the date of the Members' Meeting.**

Termination of Membership

3.09. Membership in this Corporation will terminate on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his or her duly authorized attorney-in-fact;**
- (2) The death of a Member;**
- (3) The failure of a Member to pay dues.**

ARTICLE FOUR DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of Board

4.02. The Board of Directors of this Corporation will be divided into three (3) classes:

- (1) Officers;**
- (2) Board Members; and**
- (3) Honorary Board Members.**

Qualifications of Directors

4.03 The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors need not be residents of the State of Alabama;**
- (2) Directors must be Members of this Corporation;**
- (3) Directors can be removed for absence from three (3) consecutive meetings without cause.**

Number of Directors

- 4.04. The number of voting Directors of this Corporation will be not less than four (4) nor more than fifteen (15) at any time.**

Terms of Directors

- 4.05. (1) Directors will be elected for a term of three (3) years for the class of Directors designed as Board Members. Each Director shall assume office the date of their election in October and will hold office for the term for which elected and until a successor has been selected and qualified by the Nominating Committee.**

- (2) A Director may be removed from office when such action will serve the best interests of this Corporation pursuant to any procedure provided therefor in the Articles of Incorporation or these Bylaws for the election or appointment of Directors. Such removal will be without prejudice to any contract rights of the Director so removed.**

Vacancies on the Board

- 4.06. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by election by**

the Board Members at a special meeting to be called by the Board. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Directors' Meetings

- 4.07. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted.**
- 4.08. Regular meetings of the Board of Directors will be held in January, April, July and October of each calendar year. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.**

Notice of Special Directors' Meetings

- 4.09. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be provided to each Director not less than three (3) nor more than (5) calendar days before the date of the meeting. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.**

Call of Special Board Meetings

- 4.10 A special meeting of the Board of Directors may be called by either:**
- (1) The President; or**
 - (2) Written request by at least two (2) Board Members.**

Waiver of Notice

4.11. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.12. A quorum will consist of two-thirds of the Board members. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) President;**
- (2) Vice President;**
- (3) Secretary;**
- (4) Treasurer.**

Selection of Officers

5.02. Each of the Officers will be elected and appointed for a term of one (1) year by the Board of Directors. Each Officer will remain

in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors in October of each year.

Multiple Officeholders

- 5.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.**

President

- 5.04. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directional Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. If the immediate past president is rotating off the board, he/she will serve the following year as an ex-officio, nonvoting member of the MAC board and of the MAC Executive Committee. This position is in addition to the fifteen members elected for specific terms, not in lieu of one of them. If the immediate past president has not completed his/her term on the board, he/she will continue as a voting board member of the MAC Board and of the MAC Executive Committee until his/her term expires.**

Vice President

5.05. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

5.06. The Secretary shall (1) keep minutes of all meetings; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and generally, (4) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

Treasurer

5.07. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accounting to the Directors (and Members) as required by the Board of Directors or Members or by law; and (5) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be translated.

Action by Consent

6.02. Any Action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

**ARTICLE SEVEN
COMMITTEES**

Definition of Directional Committees

- 7.01. This Corporation may appoint Committees, each of which shall consist of two or more Directors. Such Directional Committees shall have and exercise the authority as presented by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:**
- (1) Submission to Members of any action for which the approval of Members is required under the law;**
 - (2) Filling of vacancies in the Board;**
 - (3) Adoption, amendment, or repeal of Bylaws;**
 - (4) Amendment or repeal of any resolution of the Board;**
 - (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.**

Appointment of Committees

- 7.02. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directional Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The creation of such Directional Committees, however, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.**

Required Committees

7.03. The following Standing Directional Committee(s) shall operate as part of the corporate management, and with the following specific and prescribed authority of the Board to exercise in the management of this Corporation; provided that the particular Directors to serve from time to time thereon shall be designated and appointed by the Board of Directors in a resolution that may otherwise add to (but not subtract from) the scope of such Committee's authority, if legally permissible:

- (1) Executive Committee, which will act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible.**

Functionary Committees

7.04. In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation, or to advise the Board of Directors. Such Committees shall be chaired by a Director as designated by the Board, who shall select the remaining members of the Committee up to the number set by the Board, or terminate such memberships, or appoint successors in that Chairperson's discretion. The Board may terminate any such Committee by resolution.

Standing Functionary Committees

7.05. The Corporation shall have the following Standing Functionary Committees, each of which shall be chaired by a Director designated by the Board of Directors, and that may consist of

any other corporation Members or personnel as appointed by that Chairperson:

- (1) Ways and Means Committee, consisting of at least two members plus a Chairperson, to determine the financial feasibility of corporate projects, acts, and undertakings referred to it by the Board of Directors, and to make recommendations (with appropriate documentation) to the Board concerning such matters under consideration.**
- (2) Public Relations Committee.**
- (3) Membership committee.**
- (4) Nominating Committee.**

ARTICLE EIGHT

OPERATIONS

Fiscal Year

8.01. The fiscal year of the corporation shall be October 1 – September 30.

Execution of Documents

8.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Secretary and countersigned by the President, and shall have attached copies of the resolutions of the Board of Directors (certified by the Secretary) authorizing such execution.

Books and Records

8.03. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board of Directors, and Directional Committees. The Corporation will keep at its registered office a membership register given the names, addresses, and showing classes and other details of the membership of each, and the original or copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04. All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations—Compensation

8.05. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in reasonable amount to Members, Officers, or Directors for services rendered.

Loans to Management

8.06 This Corporation shall make no loans to any of its Directors or Officers or to any of its key management or other personnel.

Corporate Assets

- 8.07. (1) No Member or Incorporator may have any vested right, interest, or privilege of, in or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.**
- (2) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: one or more non-profit corporations selected by the Directors.**
- (3) The Directors may not authorize secured transactions or other dispositions of corporate assets without approval by the Members.**

ARTICLE NINE AMENDMENTS

Amendment of Articles of Incorporation

- 9.01 The power to alter, amend, or repeal the Articles of Incorporation if this Corporation is vested in the Board of Directors. Such action must be pursuant to a resolution**

approved by a majority of the Directors or pursuant to a resolution approved by a majority of the Directors.

Modification of Bylaws

9.02 The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

Adoption of Bylaws

Adopted by the Board of Directors on October 3, 2005.

Amended by the Board of Directors on July 10, 2008.