South St. Paul Arts Council (SSPAC) Bylaws
November 15, 2020

PURPOSE

The mission of the South St. Paul Arts Council is to promote all Arts as essential to our community, and to provide equitable arts opportunities to engage the diversity of South St. Paul.

ARTICLE I - BOARD OF DIRECTORS

Section 1.01 - General Power
The general management of the organization shall be vested in the board of directors, which shall pass upon the acceptance of all gifts, grants, devises or bequests and shall determine the activities, programs or projects to be financed or administered by the organization. The board of directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or to officers. The Board may amend these bylaws by a ⅔ majority at any duly called meeting.

Section 1.02 - Number and Selection
The board of directors shall consist of at least seven (7) and no more than eleven (11) directors, initially composed of persons recommended by the organizational nominating committee. Non-voting Ex Officio directors may be determined by the board. Thereafter, the board of directors shall consist of such a number of directors with such qualifications as may be determined from time to time by the board of directors. Directors shall be elected by a majority vote of all directors then in office at an annual meeting of the board of directors. SSPAC staff, and their immediate families, are not eligible to serve as official voting directors of the board.

Section 1.03 - Term
The terms of office of the initial directors, and any directors subsequently elected to fill any vacancies of newly created positions on the board, shall be specified in the minutes by name as, two, three, or four year terms and shall be staggered so that approximately one-third (1/3) of the directors' terms of office expire each year. Thereafter, each director shall serve for a term of four (4) years that expires at the annual meeting of the board of directors three years subsequent to his or her election until his or her successor is elected and has accepted. No director shall serve a period of more than two (2) consecutive terms excluding any initial term of office of less than four (4) years. A director may seek additional terms after a pause of one election cycle by normal

election methods, in which case the two-term limit would start over. In special situations, the Board may elect a board member to a third term if it is determined that his or her continued service will benefit SSPAC.

Section 1.04 - Vacancies

Any vacancy occurring among the directors by reason of death, resignation, removal, or otherwise may be filled for the unexpired terms by an affirmative vote of a majority of the remaining board of directors.

Section 1.05 - Removal

Any one or more directors may be removed with or without cause at any time by an affirmative vote of a ⅔ majority of the board of directors. If a board member misses three (3) consecutive unexcused absences he or she will be sent a notice confirming removal from the board. That board member may be reinstated if a majority of board members approves the decision.

Section 1.06 - Board Responsibilities

Responsibilities of board members includes:

- Being in attendance at a minimum of 75% of board meetings;
- Joining in robust conversations to help the board determine the best way forward;
- Serve on a committee;
- Attend at least fund-raising event each year;
- Use their networks to enhance the reputation and reach of SSPAC; and
- Contribute at least $25 a year to SSPAC.

Section 1.07 - Conflict of Interest

Any time a director suspects that they, or another director, may have a potential or actual conflict of interest regarding a discussion or vote of the board of directors, such potential or actual conflict of interest shall be addressed to the group. If the board decides by a majority vote that a conflict of interest exists in the matter, then that director shall abstain from voting on the matter. The board may also vote to exclude the conflicted director from the discussion. Any director may also choose to excuse themself from a discussion or abstain from a voting due to a conflict of interest. In vote where a director is abstaining from a vote due to conflict of interest, majority shall be determined as if that director was not part of the members present.

ARTICLE II - MEETINGS OF THE BOARD OF DIRECTORS

Section 2.01 - Annual Meeting of the Board
An annual meeting of the board of directors of the organization for the purpose of electing officers and directors and transacting such other business as may properly come before the meeting shall be held each year at such time and place as the board of directors may designate. At the annual meeting, planning for the upcoming year will be announced. Minutes shall be taken of the meeting.

Section 2.02 - Regular Meetings
Regular meetings of the board of directors will be held from time to time at such time and place as the board of directors may designate, with a minimum of one meeting every month with the exception of December. Minutes of the meeting shall be taken.

Section 2.03 - Special Meetings
A special meeting of the board of directors may be called for any purpose or purposes at any time by the president of the board or upon written request of any three or more directors of the organization. Upon request in writing to the president or the secretary by any three or more directors, such officer shall forthwith cause to be given to the directors notice of a meeting to be held at such time, not less than five nor more than thirty days after receipt of such request, as such officer may fix. Special meetings shall be held at such a place as the officer calling the meeting may designate.

Section 2.04 - Emergency Meetings
An emergency meeting of the board of directors may be called for any purpose or purposes by any officer upon written request by a majority of directors or by a majority of officers of the organization. Upon request in writing to the officer, such officer shall forthwith cause to be given to the directors notice of a meeting to be held at such time and place as such officer may fix.

Section 2.05 - Quorum
At each meeting of the board of directors, the presence in person of a majority of directors with voting rights currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the directors present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion of number otherwise required for a quorum.

Section 2.06 - Voting

Each director with voting rights shall have one (1) vote.

Section 2.07 - Adjournments
If any meeting of the board of directors is adjourned to another time or place, no notice as to such adjourned meeting needs to be given other than by announcement at the meeting at which adjournment is taken as long as it happens on the same day. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 2.08 - Meetings by Electronic Communication
A conference among directors by means of communication through which the directors may simultaneously hear each other during the conference is a board meeting if the same notice is given of a conference as would be required for a meeting and if the number of directors participating in the conference is a quorum. Participation in the meeting by electronic means is personal presence at the meeting.

ARTICLE III - COMMITTEES

Section 3.01 - Executive Committee
An executive committee comprised of the officers of the organization and such other persons as may be appointed by the board of directors. The board of directors may from time to time empower the executive committee with specific managerial or other powers subject to whatever limitations the board of directors chooses to impose. Unless specifically authorized by the board of directors by resolution approved by affirmative vote of a majority of the directors with voting rights, the executive committee shall not have the authority and power to elect officers, amend the Articles of Organization, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of all or substantially all the property and assets of the organization, to authorize a voluntary dissolution of the organization or a revocation thereof, or to amend these bylaws.

Section 3.02 - Other Committees
The board of directors may designate one or more other committees from time to time and may adopt such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. When a committee is formed, the Board shall identify a chair for the committee, unless the Board leaves that decision to the committee.

Section 3.03 - Committee Rules of Procedure

Subject to these By Laws and to such regulations as the board of directors and the executive committee may adopt from time to time, each committee designated by the board of directors may fix its own rule of procedure and may hold meetings at such time and place as it may, from time to time, determine.

Section 3.04 - Committee Meeting by Electronic Communication
A conference among committee members may communicate with each other in a committee meeting if the same notice is given of the meeting and if the number of committee members participating is a quorum. Participation in a meeting by electronic means is a personal presence at the meeting.

Section 3.05 - Notice of Committee Meetings
Written notice of each meeting of the committee to members stating date, time and place shall be delivered, mailed or electronically communicated not less than five nor more than thirty days prior to the meeting to each committee member at his or her last address according to the available records of the organization. The committee chair, or the chair's designee, shall be responsible for said notices.

Section 3.06 - Quorum for Committee Meetings
At each meeting of a committee, the presence in person of at least a majority of the currently appointed committee members shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the committee members present. If a quorum is present when a duly called or held meeting is convened, committee members present may continue to transact business until adjournment, even though the withdrawal of committee members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 3.07 - Voting at Committee Meetings
All questions at a meeting of a committee at which a quorum is present shall be decided by the affirmative vote of a majority of the committee members entitled to vote and who are present in person at the duly held meeting.

Section 3.08 - Adjournment of Committee Meetings
If any meeting of a committee is adjourned to another time or place, no notice of such adjourned meeting need to be given other than by announcement at the meeting at which adjournment is taken as long as it happens the same day. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 3.10 - Minutes of Committee Meetings
Committees shall keep full and complete records of all meetings and actions. Minutes of committee meetings must be made available to the board of directors in a timely manner as directed by the board.

ARTICLE IV - OFFICERS

Section 4.01 - Election, Qualification, Terms
The officers of this organization shall consist of a president of the board, a vice president, a secretary, and a treasurer, all of whom shall be elected at the annual meeting of the board, and other such officers as may be elected or appointed by the board of directors. The president, vice president, secretary, and treasurer shall be directors of the board. Officers shall serve a term of two years. Each officer shall serve at the pleasure of the board of directors, and may be removed at any time by a vote of ⅔ majority of the board of directors. No director shall serve in more than one officer position at a time.

Section 4.02 - President of the Board
The president of the board shall preside at all meetings of the board of directors and shall perform such other duties as may be determined by the board of directors.

Section 4.03 - Vice President of the Board
The vice president shall have all the authority and perform all the duties of the president in the absence of the president or when circumstances prevent the president from acting, and shall perform such other duties as may be determined by the board of directors. When the president vacates his or her position—whether during or at the end of the term—the vice president will be elected to the office of president for the subsequent term.

Section 4.04 - Secretary of the Board
The secretary shall attend all meetings of the board of directors and shall record all proceedings of such meetings in the minute book of the corporation. The secretary shall give or cause to be given proper notice of all meetings of the board of directors. In case of absence of the secretary at a meeting, the board shall choose another director to record minutes for that meeting.

Section 4.05 - Treasurer of the Board

The treasurer shall be responsible for the keeping of accurate financial records for the organization. The treasurer shall be responsible for the depositing of all monies, drafts, checks in the name of and to the credit of the organization in such banks and depositories as the board of directors, from time to time, designate. The treasurer shall have the power to endorse for deposits all notes, checks, drafts received by the organization and issue checks and drafts in the name of the organization as ordered by the board of directors, making proper vouchers for the deposit. The treasurer shall disburse the funds of the organization as ordered by the board of directors, making proper vouchers therefore. The treasurer shall render to the president and the board of directors at each regular meeting and whenever requested an account of all his or her transactions as treasurer and the financial condition of the organization. The treasurer shall perform other duties prescribed by the board of directors or by the president.

Section 4.06 - Authority and Duties
In addition to the foregoing authority and duties, all officers of the organization shall respectively have such authority and perform such duties as may be designated from time to time by the board of directors.

Section 4.07 - Resignations and Removal of Officers
An officer may resign by giving written notice to the organization. The resignation is effective without acceptance when the notice is given to the organization, unless a later effective date is named in the notice. Each officer shall serve at the pleasure of the board of directors, and may be removed at any time by a vote of ⅔ majority of the board of directors.

Section 4.08 - Vacancies of Officers
A vacancy in an office because of death, resignation, removal, disqualification, or other cause must be filled for the unexpired part of the term as determined by the board of directors.

ARTICLE V - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 5.01 - General
The organization shall indemnify its officers, directors, committee members, employees and agents in a manner and upon the conditions set forth in SSPAC's financial policies. In addition, the organization may, in the sole discretion of its board of directors, indemnify such persons or any other persons under such circumstances as the board

shall deem appropriate as long as the board reasonably believes such indemnification to be in the best interests of the organization.

Section 5.02 - Advancement of Expenses
If a person is made or threatened to be made a party to a civil, criminal, administration, arbitration or investigative proceeding, including a proceeding by or in the right of the organization, the person is entitled, upon written request to the organization, to payment or reimbursement by the organization of reasonable expenses, including attorney's fees and disbursement, incurred by the person in advance of the final disposition of the proceeding upon receipt by the organization of a written affirmation by the person of good faith belief that the criteria for indemnification described in Section 5.01 above have been satisfied and a written undertaking by the person to repay the amount paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking must be accepted without reference to a financial ability to make a repayment.

Section 5.03 - Rights Not Exclusive
The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the organization's personnel, other than the directors and officers, may be entitled to contract or otherwise under law.

Section 5.04 - Insurance
The organization may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization or who is or was serving at the request of the organization as a director, officer, employee or agent or another organization, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity. The organization may also purchase, from time to time, other types of insurance as deemed necessary to protect SSPAC's assets.

ARTICLE VI - MISCELLANEOUS

Section 6.01 - Principal Office

The principal office of the organization, at which the general business of the corporation shall be transacted and at which the general records of the organization are kept shall be at such place as the board of directors may, from time to time, designate.

Section 6.02 - Execution Instruments
All deeds, mortgages, bonds, notes, checks, drafts, contracts, trust indentures, and other instruments shall be signed on behalf of the organization (a) by the president of the board and by the secretary or the treasurer, or (b) by such other person or persons as may be designated from time to time by the board of directors. In all cases, such instruments must have been approved by the Board.

Section 6.03 - Authority to Borrow, Encumber Assets
No director, officer, agent or employee of this organization shall have the power of authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the board of directors. The authority may be given by the board of directors for any of the above purposes and may be general or limited to specific instances.

Section 6.04 - Fiscal Year
The fiscal year of the organization shall be the twelve month period ending December 31 of each year or such other period as the board of directors designate.

Section 6.05 - Travel Reimbursements
Directors of the board may be reimbursed for travel expenses and meals during travel for approved SSPAC business. Reimbursements are limited to $600 per year. Prior approval is required for any travel expenses.

Section 6.06 - Non-discrimination
SSPAC does not and shall not discriminate on the basis of race, color, religion or creed, gender, gender expression, age, national origin or ancestry, disability, marital status, sexual orientation, or military service in any of its activities.

ARTICLE VII - NON PROFIT ORGANIZATION

Section 7.01 Limitations
This section limits the operation and activities of SSPAC. No part of the net earnings of the organization may benefit or be given to its members, trustees, directors, officers or other private persons. However, reasonable compensation or payment may be provided

for actual services rendered or allowable expenses incurred. All payments and distributions must further the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the organization shall focus on creating propaganda or otherwise attempting to influence legislation or referendum. The organization shall not participate in any political campaign either for or against a candidate for public office.

Section 7.02 - Dissolution

Upon the dissolution of the organization, the board of directors shall, after paying or making provisions for the payment of all of the organizations liabilities, dispose of all organization's assets exclusively for the purposes of the organization in such matter as the Board of Directors shall determine, or to such organization operating exclusively for charitable, educational, scientific purposes as shall at the time qualify as an exempt organization.