

**Bi-Laws
of the
Atchison Art Association
Article 1: Authority**

1.1 Founding. The Atchison Art Association (*hereinafter* “AAA”) was founded in 1966 as a not-for-profit corporation with the following purposes:

1. To advance and support the arts and appreciation of the arts in our community; .
2. To promote education of the arts.

1.2 Incorporation. Incorporated according the Statutes of Kansas as a not for profit corporation on January 25, 1966.

1.3 Name. The name of the corporation for all legal purposes is the Atchison Art Association.

1.4 Principal Office. The office of the corporation at which the general business of the corporation will be transacted and the records of the corporation shall be kept is located at 704 North 4th Street, Atchison, Kansas 66002 in the Muchnic Gallery.

1.5 Term. The term for the existence of the corporation is perpetual.

1.6 Fiscal Year. The fiscal year for the corporation shall be from January 1 to December 31.

1.7 Registered Agent. The Executive Director shall serve as Registered Agent for the Corporation.

1.8 Records. The corporation shall keep all records relating to the AAA business at its principal office. All records of the corporation may be inspected by any member of the Board of Directors, its agent or attorney for any proper purpose during business hours.

1.9 Seal. The corporation shall have an official seal/identification to be determined by the Board of Directors.

Article 2: Membership

2.1 Membership. The Board of Directors shall issue annual memberships in conformance with the By-Laws.

2.2 Eligibility. Membership in the Atchison Art Association shall be open to any individual, business or organization interested in the objectives of the association, regardless of race, ethnicity, religion, sexual orientation, gender identity, national origin, citizenship or socioeconomic status.

2.3 Dues. Any individual, business or organization wishing to become a member of the AAA shall submit a Membership application to the Atchison Art Association. Membership is

thereafter activated upon payment of annual dues. Memberships automatically expire in one calendar year unless extended, prior to expiration, by payment of annual dues for the following calendar year. Annual cost of memberships shall be established by the AAA Board of Directors.

2.4 Voting Rights. Individual Members in good standing over the age of 18 years of age shall be entitled to one vote.

2.5 Revocation. The Board of Directors may suspend or expel any Member by two-thirds affirmative vote.

Article 3. Board Membership Nominations & Elections

3.1 Notifications. Notification of expiring Board of Director positions along with the Board of Directors Election date shall be sent electronically or by U.S. Mail to the Membership no less than 60 days prior to the election date.

3.2 Election Committee. An Election Committee consisting of one to three (1 - 3) AAA members shall be selected by the Board of Directors. A Chairperson for the Committee shall be selected by the Members of the Election Committee from among the Committee. The Duties of the Election Committee shall be to nominate candidates for election as Directors of the AAA and to conduct and supervise the election process as provided hereinafter. The term of the Election Committee shall expire upon announcement of newly elected Board Members at the Annual Meeting.

3.3 Nominating Process. The Board of Directors shall submit names of AAA Members for consideration by the Nominating/Election Committee for nomination as candidates for the Board of Directors. AAA Members may also request consideration by the Nominating/Election Committee for nomination as candidates for the Board of Directors. Requests by Members for nomination must be received by the Nominating/Election Committee no later than 21 days following notification to the membership of expiring Board positions.

3.4. Qualifications for Nomination to Board of Directors. Nominees for Board positions interested in serving as Board Members must be Atchison Art Association Members in good standing, eighteen years of age or older, and must submit a written letter of interest to the Nominating Committee explaining why they would like to serve as a Director within the published nomination period.

3.5 Election of Directors. Directors shall be elected by the general Membership in conformance with the nomination and election procedures provided herein.

3.7 Election Process. Elections shall be organized and administered by the Election Committee. The Election Committee may contract with third party election facilitation and balloting services subject to consent of the Board of Directors. Staff shall not be involved in the election process, however the Executive Director may provide guidance as to the Election Committee at their request.

3.8 Voting Procedures. Voting for the Board of Directors shall be accomplished electronically and/or by paper ballot cast at the Muchnic Gallery on the date provided in the election notice. The Chair of the Election Committee shall electronically announce the voting results as soon as practicable and at the Annual Meeting.

Article 4. Board of Directors

4.1 Board Members. The Board of Directors shall be comprised of a President, Vice President, Secretary, Treasurer and five (5) members at large elected by the general Membership along with one appointed Muchnic Foundation seat.

4.1.1 Number. The Board shall consist of 10 members drawn from the general Membership. Nine voting members will be elected by the membership for three (3) year terms. One voting member will be appointed by the Muchnic Foundation.

4.2 Governance. The governance and management of the affairs of the corporation shall be vested in a Board of Directors with term, responsibilities and obligations as provided by the By-Laws and consistent with State and Federal statutes and regulations.

4.2.1 Duties for Board members include:

- a. Establishing basic Association objectives,
- b. Maintaining and enforcing corporate papers,
- c. Hiring, termination and formal evaluation of the ED,
- d. Approving financial matters,
- e. Safeguarding and approving changes in assets,
- f. Harmonizing diverse interests of members of the community,
- g. Perpetuating a sound board,
- h. Providing sound planning including, but not limited to an annual review, strategic planning, and operation, goals of the organization,
- i. Communicating with the membership, governments and the community in general,
- j. Coordinating short term decisions with long range objectives,
- k. Actively participating on essential committees, projects, events and tasks.

4.3 Term. All Board Directors shall serve three (3) year terms. To ensure Board continuity, the terms of the Directors are staggered to form three groups of Directors of approximately equal size with terms ending in consecutive years.

4.4 Vacancies. The Board of Directors may fill any incomplete term at any regular meeting.

4.5 Officers of the Board of Directors. Officers shall include a President, Vice President, Secretary, and Treasurer.

4.5.1 Duties. The Officers will assist the Executive Director in setting agendas for regular meetings. The responsibilities of Individual Officer are as follows:

a. President.

1. The Board President will preside at all meetings of the Board and Executive Committee.
2. The President is responsible for active leadership of the Board in discharging its powers, responsibilities and obligations.

b. Vice President.

1. The Vice President will have all the powers and duties of the President during absence, disability or disqualification of the President.

c. Secretary.

1. Prepare, record and distribute minutes of all Board meetings and shall certify the accuracy of such documents and records.
2. A notice stating the date, place and time of regular and special Board of Director meetings shall be issued by the Secretary or designee along with an Agenda including all relevant documents for review at least five (5) days in advance of each meeting except that notice of special Board Meetings, if time critical, may be issued in less than five (5) days prior to special meetings.

d. Treasurer.

1. The Treasurer will monitor and report on all financial records of the association including monthly statements of income and expenses, annual budgets, year-end reports and investments.
2. The Treasurer will work with association staff to ensure that monthly, quarterly and annual state and federal reports are filed in a timely manner.
3. The Treasurer has access to all receipts, disbursements, assets and liabilities of the corporation and shall report to the Board.

4.5.2 Term. The Offices of President, Vice President, Secretary and Treasurer shall be elected each year by the majority of the Board of Directors to one year terms.

4.5.3 Vacancies. Officer vacancies may be filled by the Board of Directors at the first regular meeting after the vacancy occurs.

4.6 Compensation. No Director shall receive compensation for services rendered in his or her capacity as a Director.

4.7 Conflict of Interest. Any member of the Board of Directors who has a direct or indirect financial or executive interest in any contract or transaction with the Corporation must disclose such interest to the Board of Directors. Said member may not vote relating to the subject of their interest.

4.8 Termination. A Board Director may be terminated for good cause by a vote of two-thirds (2/3) of the voting members of the Board of Directors.

Good cause includes, but is not limited to:

1. Any criminal act related to the Corporation;
2. Any act deemed by the Board of Directors to undermine or call into question the integrity of the Corporation or damage its reputation in the community;
3. Any act of financial impropriety relating to the Corporation;
4. Failure to responsibly attend meetings;
5. Failure to satisfy their duties and responsibilities as Board Members or Officers.

Article 5. Meetings

5.1 Regular Meetings. The Board of Directors shall meet no fewer than six (6) times in a calendar year at a time and place specified at the prior meeting and in the meeting announcement. Meetings will be held on the third Monday of the month, unless otherwise specified in writing to the Board of Directors.

5.1.1 Change of Meeting Location, Date or to Online Meeting

Should it become necessary to move the location, date or change to an online meeting of a previously scheduled Board of Directors meeting due to public health issues, public utility failure issues or other reasons causing the previously scheduled meeting location, date or type of meeting to be unavailable or unfeasible, the Executive Board may, by agreement, move the meeting to another physical location or date or may decide that the meeting shall take place online. Notice of any location, date or type of meeting change shall be immediately conveyed by the Presided of the Board or Presidents designee to every member of the Board of Directors by their preferred method of communication (email, text or telephone). Moving the location or date of a previously scheduled Board of Directors meeting should only occur when absolutely necessary.

5.2 Annual Meeting. The Annual meeting of the Atchison Art Association shall be announced in December of each year at a time and place to be determined by the Board of Directors. In addition to the Board of Directors, the full AAA membership will receive invitations to this meeting at which time:

5.2.1 The Annual report will be made available.

5.2.2 The Annual review of policies, Bylaws, corporation activities and goals will be reviewed with the AAA members.

5.2.3 Newly elected Members of the Board of Directors will be announced.

5.3 Special Meetings. Special meetings may be called by the President, Vice President or by fifty percent (50%) of the Board of Directors at any time. The notice of such special meeting shall contain a Statement of Purpose for the meeting; no other business shall be transacted at the special meeting. Special Meetings may be in person or electronic.

5.3.1 Emergency Time-Critical Meetings When Allowed

When an Executive Board member determines that an issue requires immediate Board of Director discussion and immediate action taken due to a time-critical matter that will occur before the next scheduled Board of Directors meeting and calling a §5.3 Special Meeting is not practicable, an Executive Board member may call an Emergency Time-Critical Meeting and invoke this section for discussion and voting to occur by electronic means. All board members will be notified by their preferred means (text, phone call or e-mail) that an Emergency Time-Critical Meeting will be held under the terms of this section and how the meeting will take place: e-mail, or by zoom (or similar system). A quorum will be required for voting. Each member will indicate his or her vote by the same electronic means as the meeting method. The President or the Executive Board Member calling the meeting or his or her designee shall ensure that all supporting documentation is provided to each Board member as quickly as is practicable, preferably before the meeting takes place.

5.3.2 Emergency Time-Critical Discussion How They Shall Take Place

Zoom (or similar system): The President or Executive Board member calling the meeting or his or her designee shall notify each board member, by the members preferred means (text, e-mail or telephone) that an Emergency Time-Critical Meeting will be taking place under the terms of §5.3.1 and will relay the date and time of the meeting and instructions for accessing the electronic link as well as the specific subject to be discussed. A quorum shall be required for voting.

E-mail: The President or Executive Board member calling the meeting or his or her designee shall notify each board member by their preferred means (text, email or telephone) that an Emergency Time-Critical email meeting will take place under the terms of §5.3.1. The President or Executive Board member calling the meeting or his or her designee shall be responsible for initiating the email to each Board Member detailing the specific time-critical issue to be discussed. Members of the Board will not be required to be present on an email at the same time. The initial email shall contain a deadline for when discussion shall end and a deadline by which votes must be cast. Discussion among the Board of Directors shall take place by and through email. Each member should use “Reply All” to each email exchange so every member is included in the full discussion. A quorum will be required for voting. Each Board Member will indicate their vote by email.

5.4 Notice. A notice stating the date, place and time of regular Board of Director meetings shall be issued by the Secretary or designee at least five (5) days in advance of each meeting.

5.5 Quorum. A quorum to conduct business shall consist of a majority of the voting members of the Board of Directors.

5.6 Proxy. Every Board Member with voting rights shall be entitled to vote by proxy. This proxy must be assigned to a specific Board Member. No Board Member is allowed to hold the proxy voting rights of more than two (2) other Board Members. All proxies shall be in writing and signed and dated. Proxies are valid for only one (1) meeting.

5.7 Order of Business. The Executive Committee, consisting of the President, Vice President, Secretary and Treasurer and the Executive Director shall consult and prepare relevant agendas for Board of Directors meetings. Roberts' Rules of Order, revised, will govern procedures of the Board.

5.8 Attendance. Failure of a Board Member to reliably attend meetings without an explanation deemed satisfactory by a majority of the Board of Directors shall be considered sufficient cause for termination from the Board. Said Member shall be notified in writing by the President.

Article 6. Committees, Task Forces, Councils

6.1 Committees, task forces, councils. The Board of Directors or Executive Director may appoint special/ad hoc committees, task forces or councils to study and make recommendations to the Board and/or administer a special project or service. The term of such entities will not exceed one year unless extended by the Board of Directors .

Article 7. Amendments

7.1 Amendments to the Bylaws can be made from time to time by the Board at any regular meeting of the Board, provided that such proposed changes be presented to the Board Members at least 30 days prior to amendment. A majority of the voting Board Members must be present to adopt changes in Bylaws.

Article 8. Indemnification

8.1 Board Directors will be fully indemnified by the Corporation for any liability, cost of legal counsel and other attendant expenses that may result from the Directors acting lawfully within the scope of their duties for the Atchison Art Association with the exception that no such indemnification shall inure to the benefit of a Board Member who either initiates a cause of action against the Atchison Art Association or a Board Director thereof or is a defendant in a cause of action initiated by the Board of Directors.

Article 9. Executive Director

9.1 Executive Director. The Executive Director may, at the discretion of the Board of Directors, sit as an advisor to the Board of Directors and is responsible for day to day administration of the Atchison Art Association office, operations of the Corporation, programs and management of the Muchnic Gallery as directed by the Board of Directors.

9.2 Duties. The Executive Director reports to the Board and has the following responsibilities, including but not limited to the following:

- a. Work with the Board to develop policies, activities and resources to best serve the needs of Corporation and community;
- b. Supervise all volunteers and paid staff in planning, and implementing AAA programs.

- c. Identify, seek and obtain funding through all available sources;
- d. Work with other agencies to strengthen relationships and further enhance art in the community;
- e. Coordinate administration of the Muchnic Gallery;
- f. Coordinate with Treasurer and staff to regularly monitor the annual budget, monthly reports and audits;
- g. Maintain communication with the Muchnic Foundation and Darrell Schmidt Foundation regarding gallery and AAA activities;
- h. Carry out public relations activities and marketing efforts;
- i. Develop and administer art education programs and outreach activities for the AAA.

9.3 Term. The Executive Director serves at the pleasure of the Board of Directors.

Article 10. Passage and Execution

The Bi-Laws of the Atchison Art Association are amended and adopted, as commemorated hereinbefore, on this _____ day of _____, 202__ by a majority affirmative vote of the Board of Directors of the Atchison Art Association as follows:

_____ Affirmative Votes;

_____ Negative Votes.

As certified by the Secretary of the Atchison Art Association Board of Directors:

(Signature of Secretary)

(Printed name)

Witnessed by (two Board Members):

(Signature of Board Member)

(Signature of Board Member)

(Printed name)

(Printed name)