

BY-LAWS
OF
EDGAR FINE ARTS ASSOCIATION, INC.

ARTICLE I
GENERAL

Section 1: Purpose

The purpose of the Corporation shall be, to advance the importance, development, and growth of the arts and cultural activities for community members of all ages.

Section 2: Name

This organization shall be known as the Edgar Fine Arts Association, Inc. The initial principal office of the Corporation shall be 112 N. Second Avenue, Edgar, WI 54426.

Section 3: Purpose

The purpose of the Corporation shall be, to “advance the importance, development, and growth of the arts and cultural activities for community members of all ages”.

Section 4: Financial

- A. No part of the income or principal of the Corporation shall be to the benefit of or be distributed to any member, trustee, officer of the Corporation, or any private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- B. All funds received by the Corporation from contributions or otherwise shall be applied solely for the purposes of the Corporation. Any funds so received in any manner which shall exceed disbursements of any fiscal year shall be retained and/or invested by the Corporation and applied in furtherance of its purposes in the succeeding fiscal year or years.
- C. Members of the Board of Directors or any duly appointed agent or agents may accept on behalf of the Corporation any contribution, gift, bequest, or device for the explicitly stated goals and/or mission of the Corporation. Any other gift may be accepted only upon approval of the Board of Directors.

ARTICLE II
MEMBERSHIP

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1: Power and Authority

The business affairs and property of the Corporation shall be managed by the Board of Directors.

Section 2: Number

There shall be no more than nine (9) persons on the Board of Directors who must meet the qualifications set forth below and have expressed an interest in furthering the purposes of the Corporation.

Section 3: Qualifications

One (1) seat on the Board of Directors, the School District Seat, shall be filled by the Administrator or designee of the School District of Edgar. The remaining eight (8) seats, the At-Large Seats, shall be open to adult residents of the School District of Edgar, surrounding communities, or non-resident employees and/or alumni of the School District of Edgar or Village of Edgar as more specifically provided below.

Section 4: Election and Terms of Office

- A. Election. Directors holding the School District Seats shall serve indefinite terms, based on their position with the School District. The initial Board of Directors of the Corporation shall be those named in the Articles of Incorporation. At the first annual meeting, the Board of Directors as named shall elect those Directors who will serve for one (1) year and those Directors who will serve for two (2) years. The terms of each initial Director will expire at the annual meeting when his/her successor is elected. The Directors shall be elected by the Directors then in office at the Annual Meeting of Directors and shall take office immediately following their election.
- B. Term of Office. After the expiration of the terms of the elected members of the Board of Directors elected at the first meeting, all terms of office for Directors shall be two (2) years or until their successors are elected.
- C. Nomination of Directors. At least thirty (30) days prior to the date on which an election is to be held pursuant to these By-laws, the President shall appoint a nominating committee consisting of three (3) or more members of the Board of Directors. Each nominating committee will make nominations for individuals to fill the vacancy or vacancies which will occur at the following election. Each member of the Board of Directors shall be given a list of the nominees at least ten (10) days prior to the regular annual meeting at which time the election will be held. Each Director will be entitled to one vote and the result will be determined by the majority of the votes cast.

Section 5: Removal

Any Director may be removed from office, with or without cause, at a regular or a special meeting by a vote of two-thirds (2/3) vote of all Directors then in office.

Section 6: Vacancies

A vacancy on the Board caused by death, resignation, or removal shall be appointed by the remaining Directors. Directors selected to fill vacancies on the Board of Directors shall serve the unexpired term associated with the vacant position.

**ARTICLE IV
MEETINGS**

Section 1: Annual Meeting

The Annual Meeting shall be held during the third week in August, commencing in 2013, at such time and place as the President shall designate. The purpose of the Annual Meeting is to elect the Directors and Officers and conduct such business as may properly come before the Board.

Section 2: Regular Meetings

Regular Meetings of the Board of Directors shall take place once each quarter. The time and place shall be determined by the Board of Directors.

Section 3: Special Meetings

Special Meetings shall be held at the call of the President or upon written request of three (3) Directors.

Section 4: Notice of Meetings

Notice of Regular Meetings shall be given at least five (5) days in advance of the meeting by usual means of communication to each Director at his/her address as listed in the records of the Corporation. Additional notice of the Annual Meeting shall be posted in the Record Review for at least one (1) issue, with the initial announcement taking place not less than seven (7) days prior to the date of the meeting. In the case of special meetings, only such business as is designated in the notice may be discussed at a special meeting.

Section 5: Quorum and Voting Requirements

A simple majority of the Board of Directors then in office, or the members of a committee, shall constitute a quorum for the transaction of business. A Director shall be deemed present at the meeting of the Board or of a committee if he/she participates by means of conference phone or similar communications equipment, but no Director shall vote by proxy. The vote of a simple majority of Directors present at any meeting at which there is a quorum shall constitute the acts of the Board, or of the committee, unless a larger vote is required pursuant to by-law.

Section 6: Meetings by Telephone or Other Communication Technology

- A. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.
- B. If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

**ARTICLE V
OFFICERS**

Section 1: Officers

The officers of the Board of Directors and the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may appoint such other Officers, including an Assistant Secretary or an Assistant Treasurer who need not be members of the Board of Directors, as it deems necessary. All Officers shall serve without pay from the Corporation.

Section 2: Election and Term of Office

The President, Vice President, Secretary, Treasurer, and any other Officers of the Corporation shall be elected annually by the Board of Directors at its Annual Meeting. Each Officer shall hold office for one (1) year or until his/her successors shall have been duly elected and qualified. Vacancies of any office of the Corporation occurring prior to the Annual Meeting of the Corporation shall be appointed by action of the Board of Directors at any regular or special meeting of the Board.

Section 3: President

The President shall preside at all meetings of the Board of Directors. The President shall appoint all committees of the Board not otherwise provided for and shall be *ex officio* a member of each committee. He/she shall present a report at each annual meeting of the Board of Directors covering the operations during the preceding fiscal year.

Section 4: Vice President

The Vice President shall perform those duties as assigned by the Board of Directors and the duties of the President in the event that the President is absent or unable to serve.

Section 5: Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and see that the seal of the Corporation is affixed to all documents as required by his/her office; and shall perform such duties as may be assigned to him/her by the President.

Section 6: Treasurer

The Treasurer shall be responsible for the custody of the funds, properties, and securities of the Corporation, and shall advise the Board of Directors respecting its financial condition and the handling of its monies and investments. He/she shall sign documents of the corporation from time to time as required and shall perform such other duties as may be specifically assigned to him/her by the President.

**ARTICLE VI
COMMITTEES**

Section 1: General

The Board of Directors shall, by resolution, establish such committees as it may determine are advisable. The President shall appoint the members. The President shall be *ex officio* member of all committees.

Section 2: Standing Committees

- A. Chairpersons. A Chairperson shall be selected to head each of the Standing Committees from and by the membership of that Committee.
- B. Committee Members. Any qualified person may serve on the Standing Committees. At least one (1) member of the Board of Directors shall be in the membership of each of the Standing Committees.
- C. Standing Committee Duties.
 - 1) Programming Committee. The Programming Committee shall be responsible for creating season themes, gathering information on performers, and presenting potential programs to the Board of Directors for approval. An events coordinator, within the programming committee structure, will work with the programming of the schools and community. He/she would be the communicator between the school administration, community, and Board of Education.
 - 2) Finance/Funding Committee. The Finance/Funding Committee shall be responsible for researching and securing funds and grant monies from available resources, including, but

not limited to individuals, foundations, businesses, and governmental sources which are essential to the fulfillment of the mission of the Corporation.

- 3) Performance Committee. There shall be a separate committee for each performance or program sponsored by and/or presented by the Corporation. Each committee shall be responsible for handling all details and house duties connected with said performance or program.
- 4) Publicity Committee. The Publicity Committee shall be responsible for overseeing the design, content, publication, advertising, and distribution of all promotional materials pertaining to performances and exhibits sponsored by the Corporation, and maintaining a publicity book which will contain all releases, programs, reviews, and articles.

ARTICLE VII INDEMNIFICATION

Section 1: Indemnification of Officers, Directors, Employees, and Agents

- A. Every person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall (together with the heirs, executors, and administrators of such person) be indemnified by the Corporation against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person in connection with and in a manner he or she reasonably cause to believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its person did not act in good faith and any manner which he or she reasonably believed to be in or not opposed to be the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- B. Every person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by the Corporation against expenses, including attorney fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- C. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph A or Paragraph B above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him/her in connection therewith.

Section 2: Determination that Indemnification is Proper

Any indemnification under Paragraph A or Paragraph B above, unless ordered by a court, shall be made by the Corporation only as authorized in this specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Paragraph A or Paragraph B above. Such determination shall be made:

- A. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.
- B. If such a quorum is not obtainable, or, even obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3: Advance Payment of Expenses upon Undertaking

Expenses, including attorney fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 2 above, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in Article VII.

Section 4: Indemnification Provided in Article VII not Exclusive

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and 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.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and shall end on the last day of June in each year.

**ARTICLE IX
AMENDMENTS**

These By-Laws may be amended or restated by a majority vote of the full Board of Directors.

Adopted: