



BYLAWS OF GLENWOOD SPRINGS ARTS COUNCIL

ARTICLE I NAME

The name of the corporation is the GLENWOOD SPRINGS ARTS COUNCIL (the “Arts Council”).

ARTICLE II PURPOSE OF ARTS COUNCIL

The purposes and objectives of the Arts Council shall be to develop visibility, support and opportunity for the arts in the Glenwood Springs community and surrounding areas as well as any other lawful purpose consistent therewith. The Arts Council may promote or sponsor cooperative planning, research, fund raising and public education programs; administer property; and undertake such other services, events and programs as are deemed necessary or appropriate by the Arts Council to encourage participation and appreciation of the arts by all citizens in the area.

ARTICLE III LOCATION

The principal office of the organization, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors.

ARTICLE IV MEMBERS

4.1 Membership. The Arts Council shall have members. Membership shall be open to individuals, groups, or business entities interested in furthering the purposes of the Arts Council.

4.2 Dues. Annual membership dues shall be determined and assessed by the Board. Any member who is delinquent in that members dues shall not be entitled to rights and privileges of membership until the dues are paid unless dues are waived for that member by the Board for good cause.

4.3 Voting Rights. Voting rights shall be extended to all members who are current with their dues as of the date of the annual or special meeting of the members at which a vote is to be taken. Members may vote by absentee ballot and/or electronically on all

matters listed on the Notice of Meeting or on all matters for which a vote is taken at a meeting by written proxy signed by the member unless the written proxy limits the authority of person voting which proxy must be delivered to the Secretary of the Arts Council at or before the commencement of the meeting for which the written proxy is given.

4.4 Annual Meetings. There shall be an annual meeting of the Arts Council membership each year upon notice to the members of good standing. The business to be conducted shall include

- A. The election of persons to serve on the Board for those Board members whose terms are expiring and to fill the remaining terms for Board members for the balance of the term of that Board member where vacancies occurred since the last annual meeting.
- B. Receiving and discussion of Treasurer's report of finances for the preceding calendar year.
- C. Transacting such other business that is on the Agenda for the Annual Meeting sent with the Notice of the Meeting and such other business as individual members request be discussed at the Annual Meeting.

4.5 Special Meetings. Special meetings of the members may be called by the President or by a majority of the members of the Board. The Secretary of the Board of Directors shall be responsible for providing notice of the special meeting to all members of the Arts Council as provided in section 4.6.

4.6 Notice of Annual or Special Meetings of the Members. A written notice of each annual or special meeting of the membership of the Arts Council shall state the place, day and hour of the meeting, shall be prepared and published by the Secretary of the Board. This notice shall state the purpose of the meeting. Additional matters not contained in the notice may be discussed at such meeting upon a majority vote of the members attending the meeting who are entitled to vote at that meeting in person or by written proxy as provided in these Bylaws. Notice may be given by personal service or delivery or by e-mail. In the case of personal service or delivery or e-mail, notice shall be given not less than thirty (30) nor more than forty-five (45) days prior to the time of the meeting.

ARTICLE V BOARD OF DIRECTORS

5.1 General Powers and Number. The business and affairs of the Arts Council shall be managed by its Board of Directors (Board). The number of the Board members shall not exceed eleven (11) persons. The Board may enlarge or to reduce the number of Board members on the Board by amending these Bylaws as provided below. Each Board

member shall serve until his or her successor is duly appointed, elected and qualified or until his or her death, resignation or removal. The Board of Directors may enact from time to time by resolution Policies and Procedures which they deem necessary and proper for the management and governance of the Arts Council and to facilitate the orderly conduct of the affairs of the Arts Council consistent with the Art's Council's Articles of Incorporation and these Bylaws. The Board may hire and fire from time to time such an Executive Director, as the Board in its sole discretion deems advisable for the proper operation of the Arts Council.

5.2 Appointment, Election and Removal. The members of the Arts Council shall elect members of the Board by the majority vote of the members entitled to vote at the membership's annual meeting. Any person elected as a Board member shall serve until his or her term ends or his/her death, resignation or removal, or until a successor has been appointed or elected as set forth in these Bylaws. A Board member may resign at any time by filing his or her written resignation with the President of the Board or, if the resignation is by the President, then the written resignation shall be filed with the Vice-President. A Board member may be removed by a vote of at least two thirds of the then existing members of the Board at a regular or special meeting of the Board called for the specific purpose of discussion and voting on the removal of a Board member. Removal shall be in accordance with section 5.11 herein or by good cause as defined in the adopted policies and procedures of the organization. If a vacancy exists in a Board member's position between the Annual Meetings of the membership of the Arts Council, the Board may appoint, by a majority vote of a quorum of the Board members in attendance at the meeting called for that purpose, a person to fill that vacancy until the next Annual Meeting of the membership. Any election of a Board member at an Annual Meeting of the membership caused by a vacancy shall be for the remaining term of that Board Member. Such appointment by the Board of a substitute to fill a Board vacancy shall be properly noticed to the membership.

5.3 Tenure and Qualifications. All Board members, except those to fill a vacancy occurring between Annual Meetings, shall be elected by the membership of the Arts Council at its annual meeting for a term of three years from the date that Board member is elected and until the Annual Meeting of the membership three years later unless the vote is to fill a vacancy in which event the term shall extend until the end of the term of Board member for which the vacancy exists as provided in 5.02 above. The terms of the Board Members shall be staggered so that one third of the Board members are elected at each Annual Meeting of the membership of the Arts Council. Board members may serve up to two consecutive terms of office but no more. The Board may, from time to time, prescribe such qualifications for membership on the Board as the Board deems appropriate; however, each Board member must be a member in good standing (individual or family) of the Arts Council. Any business member may designate a person who is an owner or manager of the business who may serve, if elected or appointed, on the Board.

5.4 Regular Meetings. The Board may provide from time to time, by resolution, for the time and place for the holding of regular meetings of the Board. It is the intent of this Section that the Board will adopt a regular meeting schedule for the upcoming year at each Annual Meeting of the Board. These regular meetings may be changed from time by time by written notice to the Board by the President and/or Secretary of the Board.

5.5 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three Board members.

5.6 Quorum. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, one half of the Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

5.7 Manner of Acting. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws. Board members may vote by written proxies delivered to a meeting of the Board. Proxies shall only be valid for the meeting noted in the proxy.

5.8 Conduct of Meetings. The President, or in the President's absence, the Vice President, or in the absence of both any Board member chosen by the Board members present, shall call meetings of the Board to order and shall act as the presiding officer of such meetings. In the absence of the secretary, the presiding officer may appoint any Board Member or other person to act as secretary of the meeting.

5.9 Compensation. No compensation shall be paid to any Board member for serving as a member of the Board, except that a Board member may be reimbursed for expenses actually incurred by such Board member in carrying out any activity of this Arts Council which is within the scope of its purposes.

5.10 Committees. The Board, by resolution adopted by a majority of Board members then in office, may establish such committees as it shall deem necessary and desirable to enable the Arts Council to carry out its purposes. Each committee shall consist of such Board members and individuals named by the Board with such duties assigned to the committee.

5.11 Attendance at Meetings. Directors are expected to attend all regular board meetings and all assigned committee meetings and or executive sessions as applicable to them. A Board Member may be removed from the Board of Directors if they violate this attendance policy. Missing three consecutive regular Board meetings in a calendar year and/or missing five total regular Board meetings in a calendar year will constitute a direct violation of above stated attendance policy and be grounds for removal from the Board. In addition, missing three consecutive Committee meetings in a calendar year or missing five committee meetings in a calendar year will constitute a direct violation of above stated attendance policy and be grounds for removal from the Board. In addition, all directors are required to attend all applicable major events, fundraisers, exhibit

openings, and the annual meeting (referred to below as special events). Missing three consecutive special events in a calendar year or five total special events in a calendar year will be in direct violation of above stated attendance policy, and be grounds for removal from the Board. If a Board Member is unable to attend a Board meeting, a Committee meeting or one of the special events listed above, they must submit in writing the reason, prior to the regular board meeting, committee meeting or the special event they will be missing.

ARTICLE VI OFFICERS

6.1 Number and Qualifications. The officers of the Arts Council shall be the President, Vice President, Secretary, Treasurer, and such other officers as determined necessary by the Board from time to time. Officers shall be elected from the Board members and by the Board members in office at the time of the election. No two offices may be held by a single Board member.

6.2 Election and Term of Office. Except as otherwise provided herein, the officers of the Arts Council shall be elected by the Board of Directors of the Arts Council at its first meeting held each year after the annual meeting of the membership. Each officer shall hold office for a term of one year and until a successor shall have been duly elected and qualified or until his/her death, resignation or removal. No person shall be allowed to serve more than two consecutive terms in any one office position.

6.3 Removal. Any officer may be removed, for cause as defined in the policies and procedures of the Board, by a majority vote of the Board whenever in the Board's sole judgment the best interests of the Arts Council will be served thereby.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the Board for the unexpired portion of the term.

6.5 President. The President shall preside at all meetings of the Board and shall have such authority as may be provided elsewhere in these Bylaws. The President shall serve as the local representative to the Colorado Council of Arts & Humanities. The President shall be ex officio member of all committees. The President shall also have authority, subject to these Bylaws, to sign, execute and acknowledge on behalf of the Arts Council all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Arts Council's regular business or which shall be authorized by resolution of the Board. The President may authorize the Vice President or other officer or agent of the Arts Council to sign, execute and acknowledge such documents or instruments in the President's stead. The President shall be the principal executive officer of the Arts Council and shall, subject to such rules as may be prescribed by the Board. The President shall have the power, with the written agreement (which can be by facsimile and/or email) of three other Board members, to act in case of emergency between meetings of the Council. The President may not incur debt without Board approval at a regular or

special meeting of the Board. All actions taken between meetings shall be reviewed by the Board at its next meeting.

6.6 Vice President. In the absence of the President, or in the event of the President's death or inability to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as may be assigned to him or her by the President or the Board.

6.7 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the mailing and e-mail address of each Board member; and (e) in general, perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or the Board.

6.8 Treasurer. The Treasurer shall in general perform all duties incident to the office of the Treasurer, including management of the books and financial records of the Arts Council, and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or the Board. The Treasurer shall present financial reports to the Board at each regular meeting of the Board. The Treasurer shall also prepare a comprehensive annual report for presentation to the membership at each Annual Meeting. The annual report shall be reviewed and approved by the Board prior to presentation at the Annual Meeting of the membership of the Arts Council. All financial reports, both regular and annual, shall itemize the income and expenditures since the last regular or annual report. The Treasurer is responsible for presenting the annual financial report to the membership of the Arts Council at its Annual Meeting.

6.9 Assistants and Acting Offices. The Board shall have the power to appoint any person to act as an assistant to any officer, or as agent for the Arts Council, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board. Such assistants need not be members of the Board and may be paid staff members of the Arts Council.

ARTICLE VII COMMITTEES

7.01 Executive Committee. The Executive Committee shall be composed of the President, the Vice-President, the Secretary and the Treasurer. The Executive Committee shall oversee and handle the daily operations, concerns and business

functions of the Arts Council. The members of the Executive Committee shall serve until the next annual election of officers. No member of the Executive Committee shall serve more than two (2) consecutive terms on the Executive Committee.

7.02 Financial Oversight Committee. There shall be a Financial Oversight Committee which shall be composed of the members of the executive committee and two (2) persons appointed by the President. This committee shall oversee all financial transactions of the organization and assist the Treasurer in providing monthly and annual reports to the Board and membership.

7.03 Other Committees. The Board of Directors may authorize the establishment of standing committees or advisory boards as it deems appropriate from time to time and assign duties to them. The President may create ad hoc committees or task forces as needed and shall appoint the members of such committees or task forces, which committees and task forces shall be subject to board approval. The Board of Directors may adopt policies and procedures for the conduct of committee meetings.

ARTICLE VIII STAFF

8.1 Executive Director. The Board may hire, or cause to be hired, an executive Director for the Arts Council. The Board shall adopt a job description for the Executive Director which shall form the basis for the hiring of the Executive Director. The Executive Director shall serve at the pleasure of the Board and may be terminated at any time with or without cause in the sole and absolute discretion of the Board. The Executive Director shall perform such duties as assigned to him or her by the Board.

8.2 Other Employee(s). The Board shall approve additional staff as deemed desirable from time to time including but not limited to administrative staff, instructors, and other persons which the Board in its sole discretion deems appropriate to facilitate the operation of the day to day business and operations of the Arts Council. The Executive Director shall be solely responsible for hiring and firing such other employees and all such employees shall be considered to be at will employees and may be terminated with or without cause in the sole discretion of the Executive Director.

8.3 Salary and benefits. An annual salary and/or other pay schedule and/or benefits, if any, for all employee(s) shall be determined by the Board from time to time.

ARTICLE IX AMENDMENTS

The Board, upon written notice to the Board members, may alter, amend or repeal these Bylaws and/or enact new or revised Bylaws upon a majority vote of the Board at any annual, regular or special meeting of the Board called for that purpose; however, in the event that a proposed amendment or change in the ByLaws shall have an impact upon the voting rights of members of the organization, then said proposed amendment

or change shall be subject to the requirement of notice and of a majority vote of the membership.

ARTICLE X DISSOLUTION

The Arts Council may be dissolved upon a majority vote of the Board at a regular, special or annual meeting of the Board called for that purpose and upon written notice to the Board members. Upon dissolution of the Arts Council, the Board shall, after paying or making provisions for the payment of all the liabilities of the Arts Council, dispense of all the remaining assets of the Arts Council as set forth in the Articles of Incorporation. Such disposition of the remaining assets of the Art Council, as the Board in its sole discretion may determine, shall only be made to qualified organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes and which organizations shall at the time of disposition qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XI INDEMNIFICATION

11.1 Non liability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

11.2 Indemnification of Directors and Officers. The Directors and officers of the corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Colorado.

11.3 Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or rising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XII CONSTRUCTION

12.1. Severability. These Bylaws shall be liberally construed so as to effectuate the intent expressed herein. The provisions shall be severable, and should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

12.2. Colorado Revised Nonprofit Corporation Act. The Corporation is formed and operates under the provisions of the Colorado Revised Nonprofit Corporation Act, CRS

Title 7, Articles 121-137, effective July 1, 1998 and as may be amended from time to time.

12.3. Internal Revenue Code. All references to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

REVISED AND ADOPTED BY THE BOARD OF DIRECTORS THIS 27TH DAY OF MARCH, 2019.