



Established June, 1962
Revised March 20, 1963
Revised June 16, 1965
Revised February 20, 2014
Revised February 15, 2017

The mission of the Whitewater Valley Arts Association is to educate, encourage, and inspire the citizens of the Whitewater Valley through the arts.

ARTICLE I. NAME

The name of the corporation is
THE WHITEWATER VALLEY ARTS ASSOCIATION, INC.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The Whitewater Valley Arts Association (hereinafter “Association”) shall be a nonprofit corporation. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific objectives and purpose of this organization shall be:

- A. To promote interest in, develop an appreciation for, and to encourage education in the various phases of the arts.
- B. To establish and operate a suitable facility to pursue the above named objectives.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership in this Association may be obtained by making application to any member of the Association. Application will then be submitted to the Membership Committee for consideration as to the eligibility of the applicant. Upon the approval of the Membership Committee of such application, and upon payment of the dues specified, the applicant will be considered a member of the Association.

All members will be entitled to the following benefits of membership:

- A. Free admission to and use of the physical facilities of the Association when such admission and/or use does not interfere with the good of the Association, and when it meets with the general scheduling of the Association as established by the Board of Directors.
- B. Entitled to “membership only” activities such as premier showings, membership exhibits, and special programs.
- C. Entitled to such special purchasing or acquisition advantages as may be obtained by the Association.
- D. Entitled to receive, without charge, all regular publications and announcements issued by the Association.
- E. Entitled to vote at any regular or special meeting of the Association. Only members age 18 or older are entitled to vote.
- F. Entitled to such other consideration as may be developed by the Association in the pursuit of its objectives.

Section 2. Individual Artist Membership

An Individual Artist Member shall have an interest in the objectives of the Association and shall be actively engaged in the performance of some phase of the fine arts. He/she will be entitled to all benefits designated in Article III, Section I.

Section 3. Student Artist Membership

A Student Member will have the art interests of an Individual Artist Member and shall be entitled to all benefits described in Article III, Section 1. A Student Member must be enrolled as a full-time student in an accredited grade school, junior/middle school, high school, or college/university.

Section 4. Family Membership

- A. An individual may obtain a membership that includes all members of his/her immediate family.
- B. All members of the family will be entitled to the benefits described in Article III,
- C. Section 1. Each family member is entitled to one membership vote at the
- D. Association’s General Meetings.

Section 5. Business/ Group Membership

In the event a group of business chooses to obtain a membership, application shall be made in accordance with Article III, Section 1.

- A. A donation or contribution from a group or business for the general advancement of the Association’s activities (not including sponsorship of a specific award or purpose) that is in excess of the membership fee, shall entitle the donor to a Business/Group Membership.
- B. All business/group members will be entitled to membership privileges as outlined In article III, Section 1. Each Business/Group Membership is entitled to one vote at the Association’s General Meeting.

Section 6. Dues

The amount of the annual dues for each type of membership shall be as established by a two-thirds vote of the eligible voting membership at any regular or called meeting of the membership.

- A. The dues shall be due on January 1 of each year and shall cover the ensuing twelvemonths.
- B. After non-payment of dues for a period of six months after the due date, and after an attempt has been made in good faith to contact the member, all membership privileges shall be suspended until the delinquent dues are collected.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. General Meetings

The general membership meetings of the Association will be held the third Wednesday of every month.

Section 2. Annual Meeting

The annual meeting of the Association will be held in November of each year.

Section 3. Special Meetings

Special meetings may be called by the Board President or a simple majority of the Board of Directors.

Section 4. Notice of Meetings

Notice of meetings will be given prior to meetings in various forms of communication to all members.

Section 5. Quorum

A quorum for a meeting of the membership will consist of at least 10% of the membership.

Section 6. Voting

All issues to be voted on shall be decided by simple majority vote of those present at the meeting in which the vote takes place unless otherwise stated in these bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Nomination of Board of Directors

At least sixty (60) days prior to the Annual Meeting, the President shall appoint and announce

a nominating committee of three (3) active members who shall prepare a report of their recommendation on candidates for Directors for the ensuing year. This committee shall present a slate of candidates at the General Meeting preceding the Annual Meeting. Nominations for Directors may be presented from the floor at the Annual Meeting to be considered along with the report of the Nominating Committee.

Section 2. General Powers

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall govern, have control of, and be responsible for the affairs and property of the Association.

Section 3. Board Meeting Procedure

Board meetings shall be conducted according to Robert Rules of Order.

Section 4. Number, Tenure, Requirements, Qualifications

- A. Board of nine Directors shall be chosen from the active membership.
- B. Three Directors shall be elected annually at the annual meeting to serve a three year term with three Directors rotating off the Board each year.
- C. If more than three nominations are presented for Director, a secret ballot shall be taken; otherwise, the election may be determined by a voice vote.
- D. Each ex-President shall be an Honorary Director for three years following his or her term of office, shall be entitled to attend meetings of the Board of Directors, but shall have no voting privileges at same.

Section 5. Quorum/Voting

- A. A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors.
- B. A simple majority of the members of the Board of Directors present at a meeting shall be sufficient to pass a motion.
- C. If an item for consideration should need addressed between meetings, Board members may be contacted via, phone call, email, text message or any other form of communication to submit a vote. A quorum of members is still required for an official vote.

Section 6. Meetings

The Board of Directors shall meet upon the call of the President.

Section 7. Vacancies

When a vacancy occurs on the Board of Directors, It shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. The Director elected to fill the open position will only serve the remaining term of the vacated seat.

ARTICLE VI. OFFICERS

The officers of the Board shall be the President, Vice-President, Secretary, and Treasurer.

Section 1. Election of Officers

- A. The Board officer positions shall be filled only by active members of the Board.
- B. These positions will be filled by a nomination and election by active members of the
- C. Board at the December Board meeting and shall begin their term in January.

Section 2. President

- A. The President shall preside at all meetings of the Board of Directors.
- B. He/She shall have general direction of all other officers of this corporation and see that their duties are properly performed.

Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the President's absence.

Section 4. Secretary

The Secretary shall attend all Board and General Meetings where he/she will record all votes and minutes of all proceedings to be kept in a book or file for that purpose. The Secretary shall perform all official correspondence from the Association and the Board of Directors as may be prescribed by the Board or the President.

Section 5. Treasurer

The Treasurer duties shall be:

- A. He/She shall present an accurate report of the finances at each meeting of the members and the Board of Directors.
- B. It shall be the duty of the Treasurer to maintain the funds of the Association according to generally accepted accounting principles while working with the Association's accountant to fulfill this duty.
- C. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he/she shall be.

Section 6. Vacancies

The Board of Directors shall fill any officer vacancy by electing from within the Board a member to fulfill the office for the unexpired term of the office.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board President shall appoint all committee chairs. The appointments shall be made prior to the next General Meeting after the Annual Meeting of the membership. The Board shall approve all committee appointments. The President may create committees as specific needs or occasions require.

Section 2. Fundraising

The Fundraising Committee will:

- A. Work with all members in their efforts to raise money for the Association.
- B. Take the lead in all forms of fundraising/outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
- C. To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Section 3. Exhibits

The Exhibits Committee will decide upon, plan, and execute all exhibits held with respect to the mission statement and goals of the Association.

Section 4. Facilities

The Facilities Committee will monitor the maintenance of the buildings and grounds of the Association. This will include on-going maintenance and supply replenishment along with looking toward future building needs and projects.

Section 5. Membership

The Membership Committee will be responsible for keeping an accurate membership list. They will also be responsible to notify current members and any prospective members of the time membership dues shall be paid/renewed. They will work with the Publicity Committee to pursue the best method of said notification to reach as many interested individuals, groups, and businesses as possible.

Section 6. Program and Education

The Program and Education committee will strive to keep the mission of the Association alive by pursuing and/or creating ways to use programs and other avenues to educate the members and the public about the arts.

Section 7. Publicity

The Publicity Committee will continually strive to publicize the Association by any means available. This will include publicity to its members and outside of the Association to ensure the mission of the Association and the arts is being circulated throughout the surrounding communities.

ARTICLE VIII. FISCAL PROVISIONS

This fiscal year of this Association shall be from January 1 to December 31.

- A. A statement of expected income and expenditures (budget) shall be prepared prior to the start of each fiscal year. The Association's activities shall be budgeted accordingly.
- B. The fiscal operation of this organization shall be conducted upon a cash basis only. No indebtedness for current expenses shall be incurred in excess of cash assets available.
- C. The accrued assets of this organization shall not be pledged at any time as security or collateral for the borrowing of funds.

ARTICLE IX. CONFLICT OF INTEREST

No member of the Association's Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Association. This shall also include the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual shall disclose to the Board President any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter.

In addition, any member of the Association's Board of Directors or Staff shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during their term of their affiliation.

Any new member of the Board of Directors shall be given this policy at the time of their election onto the Board of Directors and the policy will be reviewed annually by the Board at a regularly scheduled meeting.

The purposes of this policy are to protect the integrity of the Association and the organization's decision-making process as well as to enable our constituencies to have confidence in the integrity, intentions and actions of the officers, staff, board members and volunteers. To that end, this policy is not meant to supplement good judgment and all constituents should respect its spirit as well as its wording.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Indiana, the corporation shall indemnify any director, officer, employee, agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employee, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily

incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. DISSOLUTION OF ASSOCIATION AND ASSETS

In the event it becomes necessary to dissolve the Association, the process shall be done in accordance with the goals stated in Article II, Sections 1 and 2.

- A. Under no circumstances should the assets and properties of the Association be divided among the membership.
- B. Intent to dissolve the Association shall be publicly announced in a local paper and notice shall be given to each member by electronic mail, newsletter, or regular mail. Said announcement and notice shall be given no later than thirty days prior to commencement of proceeding to dissolve the Association.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. AMENDMENTS

These By-Laws may be amended and/or supplemented by a two-thirds majority vote of the eligible voting membership at any regular meeting of the membership as long as procedures outlined in Section 2 are strictly followed.

Section 1. Bylaw Committee

The process of amending the bylaws shall be overseen by a committee from the membership. This committee shall be appointed by the President and approved by the Board of Directors.

Section 2. Process of Amendments/Supplements

Amendments may be made to the bylaws through a process which spans three regular monthly meetings of the general membership.

- A. An announcement of intent to amend bylaws shall be made at the first of the three meetings. This announcement must be accompanied by written copies of the proposed amendments which shall be supplied to each member in attendance. At this time members shall be asked to submit any changes or corrections to the proposed amendment(s).
- B. A corrected proposal to amend shall be presented at the second of the three monthly meetings. Printed copies shall again be made available to each of the members in attendance.
- C. The final vote on the proposed amendment(s) shall be taken by a show of hands at the third meeting. If any additional changes are proposed before the vote is taken, any vote on such proposed changes shall be suspended until the next monthly meeting.
- D. Each phase of the process shall be announced to the membership at least two weeks prior to each meeting in the amendment cycle. These announcements shall be made by all regular forms of communication used to contact the entire membership. These shall include, but not be limited to newsletter, email, regular mail, and telephone committee.

ADOPTION OF BYLAWS

We, the undersigned, hereby adopt the foregoing Bylaws, consisting of 9 pages, as the Bylaws of The Whitewater Valley Arts Association.

This constitution adopted the 15 day of February, 2017.

President

Secretary