

BYLAWS
Earth Arts of the Upper St. Croix
October 13, 2019

MISSION STATEMENT

EA unites artists and artisans in the upper St. Croix valley to promote creativity, mutual support, and awareness of the arts.

ARTICLE I. NAME, PRINCIPLE OFFICE, AND PURPOSE

Section 1 Name

Earth Arts of the Upper St. Croix Valley (herein after "EA") will be the name of this organization. It shall be incorporated under the laws of the State of WISCONSIN.

Section 2 Principle Office

The Board of Directors of the Corporation ("Board") shall determine where to locate the principal office of the Association. By resolution, the Board may change the principal office from one location to another and may establish additional offices.

Section 3 Purposes

EA is organized for purposes of, including, but not limit to, the following:

- the social and economic enrichment of its membership and the surrounding communities through ART
- organizing and promoting special art oriented events (ex. Spring Art Tour);
- organizing and promoting teaching activities by members;
- providing a networking forum for members;
- encouraging and facilitating the training of fine artists and fine craftspeople;
- disseminating information about sources of material and equipment;
- exposing fine arts and fine crafts to the public;
- serving as a center of information about art and craft for our communities, local businesses, and other interested parties.

EA may engage in any legal activity that is reasonably related to or in furtherance of its stated purposes.

Section 4 Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, EA recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

Section 1 Qualifications

Participating Members (Members) of the EA shall be practicing artists and artisans in the Area. Membership by other entities (corporations, associations, etc.) shall be determined per Section 3 below.

Section 2 **Area**

The primary area of membership and EA involvement shall be determined by the Board of Directors to be the upper St. Croix Valley, but may include any artist or artisan accepted by the board regardless of location. Once membership is accepted, it may not be revoked based on a member's location.

Section 3 **Categories**

The Board shall have the power to: determine membership categories; dues for each category; the schedule, due date, and method(s) of the payment for said dues; and the rights and responsibilities of said category. Dues shall be nonrefundable. Failure to pay dues shall result in the termination of membership, at the Board's discretion.

Section 4 **Member Rights and Responsibilities**

Members in good standing:

- shall be able to vote and participate in all EA activities (Spring Art Tour, Member meetings, training, exhibition opportunities, EA committees, etc.)
- shall have access to and representation on the EA website
- shall have access to and be included in the EA group email
- shall receive all EA notifications
- are responsible for acting in the best interests of EA in all EA activities and all advertising where EA is mentioned or in anyway responsible.

Section 5 **Good Standing**

Members shall be in good standing upon payment of Membership Dues.

Section 6 **Annual Membership Meeting**

The Annual Membership Meeting shall take place annually at a place, time, and date set by the Board of Directors. Notice to the membership will be no less than thirty (30) days prior to the date set by the Board of Directors. The Annual Membership Meeting shall be convened for the purposes of:

- membership networking and social interaction;
- the election of members to the Board by members in attendance as vacancies are available;
- status reports on EA and its operations;
- other activities as the Board determines beneficial to the membership of EA.

Section 7 **Other Membership Meetings**

Other Member meetings will be convened to meet Member needs at a place, time, date, and by such means as set by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS (herein after "the Board")

Section 1 **Powers and Duties of the Board**

The Board shall manage the business, property and affairs of EA, and may exercise and delegate any and all of the powers of EA as it sees fit, subject only to restrictions imposed by statute, the EA Articles of Incorporation, and these Bylaws. The Board shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall

corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters (if any); employ, direct and discharge executive personnel (if any); authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

Section 2 Number of Directors and Compensation

The board shall have up to 11, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 3 Term

The Board of Directors shall have staggered three (3) year terms; with approximately one third of the Director's terms ending each year. The term of office will commence at the beginning of the next Board meeting following the Annual Membership Meeting. The term is completed at the close of the Annual Membership Meeting at the time of the Director's three (3) year anniversary. Board members shall be eligible for election for up to two consecutive terms. Directors that have served two consecutive terms may be renominated for service on the board following a one-year absence from the board.

Section 4 Elections

The Board shall:

- notify members that nominations are open for vacancies on the Board at least three (3) weeks in advance of the Annual Membership Meeting.
- assemble a list of Nominees for the available seats to be filled on the Board of Directors by the date of the Annual Membership Meeting of each year. Nominees must be members in good standing of EA;
- open the floor of the Annual Membership Meeting for nominations. Nominees may be self nominating without a second;
- issue ballots, count ballots, and announce election results at the Annual Membership Meeting.

Section 5 Quorum

A Board quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6 Meetings

Regular meetings of the Board of Directors shall be held at a place, time, date, and by such means as set by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, to all Board members by the President, Secretary, Treasurer, or by three other members of the Board of Directors.

Section 7 Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days notice.

Section 8 Resignations, Termination and Absences

Resignation from the board must be in writing and received by the President or the Secretary. Board members shall be excused from attending a Board meeting upon notification to the President or Secretary prior to the scheduled meeting. A board member may be removed by a three-fourths vote of the remaining directors.

Section 9 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in Section 3.

ARTICLE IV. OFFICERS

Section 1 Composition

The Officers of EA shall be President, Vice President, Secretary, and Treasurer. The Board of Directors may appoint from time to time such other agents, as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties as the Board of Directors may from time to time determine.

Section 2 Election and Terms of Office

During the first Board meeting following the Annual Membership Meeting, voting members of the Board of Directors shall elect the Officers of the Board of Directors. All Officers must be members of the board of Directors. The failure to elect such officers will not affect the existence of the Corporation. Each Officer shall hold office for one (1) year or until he/she shall resign, shall be removed or otherwise disqualified to serve, or until a successor shall be elected. The term of office shall begin at first Board meeting following the Annual Membership Meeting at which they are elected. No member shall hold more than one office at a time.

Section 3 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of two-thirds of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

President - The Vice President Elect shall assume the office.

In case of vacancy in the office of both President and Vice President, the duties of the Office of President shall be performed by the Secretary, until replacements are elected by the Board.

The Board of Directors shall elect replacements for all other vacancies.

Section 5 Duties and Responsibilities of Officers

All Officers are subordinate and responsible to the Board of Directors and shall have duties as

described in these Bylaws. The Officers shall also have such powers and duties that are conferred upon them by the Board of Directors, by law, by the Articles of Incorporation, or by these Bylaws.

The President of the Board shall:

- Preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee;
- Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
- Be an ex officio member of all committees.

The Vice President of the Board shall:

- Perform such duties as the President and/or the Board of Directors may determine;
- In the absence of the President, shall perform the duties of the President.

The Secretary shall:

- keep records of EA, and a book of minutes of all meetings of the Board;
- ensure that the Bylaws of EA are currently maintained and on hand at every official EA meeting;
- perform or cause to be performed such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board or the Bylaws.

The Treasurer shall:

- Be the custodian of the corporate funds of EA, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees (if any) of EA, to be used exclusively for the operation of EA;
- Disburse the funds of EA as ordered by the Board;
- Oversee day-to-day authority for managing the finances of EA;
- Provide such financial reports and statements as the Board or Executive Committee may from time to time require or request; and
- Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Executive Committee

ARTICLE V. COMMITTEES

Section 1 Committee formation

The Board may create committees as needed. The President appoints all committee chairs. Limited term task forces may be appointed by the President at any time with approval by the Executive Committee; standing and longer term committees shall be created with the affirmation of majority vote of the board.

Section 2 Executive Committee

Board officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VI. PARLIAMENTARY AUTHORITY

Section 1 Fiscal Year

The designated fiscal year of this corporation shall be January 1st to December 31st.

Section 2 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE VII. INDEMNIFICATION

Section 1 General

Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability

Officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments

The Board shall review the Bylaws upon request by any EA member. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically, or by mail to each EA Member In Good Standing and/or posted on the EA website at least two weeks prior to the Annual or Other Membership Meeting (see Art. II Sec. 6 and 7) at which the vote on the proposed amendment(s) takes place. The Bylaws shall be amended by a 2/3 vote of the EA Members In Good Standing that vote at the meeting.

Bylaws certified by the membership of EA:

Dated: _____

Member in Good Standing on behalf of the membership

Member in Good Standing on behalf of the membership

EA Officer