

# **BYLAWS OF THE MID-MICHIGAN ART GUILD**

## **ARTICLE I Name**

The name of this organization shall be the Mid-Michigan Art Guild (hereinafter referred to as MMAG), an Internal Revenue Service designated 501(c)3 non-profit organization.

## **ARTICLE II Office**

The principal office shall be 404 South Jenison Avenue, Lansing, Michigan, or such other place within the state of Michigan as the Directors shall determine.

## **ARTICLE III Purpose**

The purpose of the MMAG is to sponsor and encourage participation and appreciation of the arts in the Mid-Michigan area. The MMAG may research, plan, develop and present quality arts and cultural activities that educate, and enhance art appreciation in our community.

### **Our Mission**

MMAG recognizes that community life is enriched through the arts, is committed to the Mid-Michigan area by connecting artists to one another, and art to the public at large.

### **Our Vision**

Together we pledge to expand exhibition and educational opportunities within Mid-Michigan that encourage artistic excellence while celebrating diversity, innovation, and freedom of expression.

## **ARTICLE IV Membership and Dues**

### **1. Membership**

- a. Membership is open to any artist who supports the mission and vision of the MMAG.
- b. Membership is open to any individual who is at least 18 years of age, without discrimination of any sort, who keeps his/her dues current and participates in activities and responsibilities.

### **2. Dues and fees**

- a. Dues are established by board policy each year in September. Membership expires at the annual accounting year end on August 31.
- b. In accordance with policy, changes in dues shall be determined by a quorum vote of the Board at such time as deemed necessary and shall be published for the general membership.

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- c. Members who are current in their dues are eligible to one (1) vote.
  - d. Persons can join at any time during the year.
  - e. Fees shall be paid as required for other activities.
3. Membership termination.
- a. Any membership may be terminated by the Board for due cause or for purposes or acts inconsistent with the mission, vision and rules as set forth in MMAG policies.
  - b. Any member to be terminated will be duly notified by the Board.
  - c. No member may use the MMAG name in solicitations for contributions, discounts, or displays, without the written approval of the Executive Committee. Member misrepresentation can result in expulsion from MMAG.
4. Resignation.
- A member may resign at any time by letter or by failure to pay dues or fees.

### ARTICLE V Board Of Directors

1. Number.
- a. There shall be *at least* eight (8) and no more than ten (10) directors of the MMAG. At each annual meeting the members shall elect a sufficient number of persons to fill all expiring board positions.
  - b. The Board includes the President, Vice President, Secretary, Treasurer, and elected Board Members. All directors shall be dues-paying members.
2. Election of Directors.
- a. At each annual meeting requiring an election, the members shall elect directors of the MMAG to staggered terms as described in article V of these bylaws.
  - b. Voting shall be in person or by electronic means pursuant to Section 406(a) of the Michigan Nonprofit Act of 1982.
  - c. The members shall be informed of the names of the members nominated to be elected to expiring director positions not less than thirty (30) days before each meeting requiring a vote.
  - d. Nominations for additional members to fill expiring positions may be made by members from the floor at the annual meeting requiring an election.
  - f. A number of directors sufficient to fill all expiring director positions shall be elected by a plurality of votes cast.

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### 3. Powers.

The directors shall have the same powers and authority afforded to directors of Michigan non-profit corporations and shall vote on all MMAG business and affairs by majority vote of those present at the meeting where the vote is taken.

### 4. Board Compensation.

No part of the net earnings of MMAG shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that MMAG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### 5. Indemnification of Board Members.

The MMAG may indemnify any person, including its directors, officers, members or employees, who becomes a party, or is threatened to be made a party, in any legal action arising because he or she is or was a director, officer, member or employee of the MMAG, or was acting at the request of the MMAG. The MMAG may purchase indemnification insurance in such amounts as it deems appropriate on behalf of such person or persons.

### 6. Board Meetings.

The Board shall have at least seven (7) monthly meetings during each fiscal year. One directors' meeting shall be held in each year either immediately following the annual member meeting or upon prior notice by the board.

- a. *Location:* Board meetings will be held at a time and location specified within the meeting notice to the board of directors.
- b. *Additional meetings:* Additional regular or special board meetings shall be scheduled by the board or called by the president or a majority of the then serving directors upon ten (10) days notice.
- c. *Notice:* Notice or communication to the Board, required by these bylaws, may be by telephone, in writing, electronic or oral pursuant to Michigan Compiled Laws (MCL) 450.2143.
- d. A quorum for a board meeting shall be 51% of the total board membership. Board members shall provide timely notice of anticipated absence to the President.

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### 7. Board Vacancies.

Pursuant to MCL 450.1515a, (Section 515a of the Michigan Non-Profit Corporation Act or future act thereof) a directorship to be filled because of a vacancy shall be filled by an affirmative vote of a majority of the remaining directors for the remaining term of office of the person who was originally elected to the vacant board position.

### ARTICLE VI Board Officers

#### 1. Board Officers.

- a. Officers: Elective officers of the board shall consist of: President, Vice-President, Secretary and Treasurer.
- b. Term of office: Each elected officer shall serve a term of 2 years.
- c. Nominations and Elections.

*Nominating Committee:* The President shall appoint a nominating committee to prepare a slate of officers and board members for presentation to the membership at the bi-annual Membership meeting. Nominations from the floor shall be accepted by current members at the time of the election.

*Election:* Election of officers and directors shall take place at the expiration of said terms at the annual membership meeting requiring such vote.

#### 2. Duties of each Officer.

##### a. President.

The President shall have executive supervision over the activities of the organization and shall preside over all meetings, and with the approval of the directors, and may appoint committees and committee chairs from members in good standing to carry out duties assigned to them for the period specified by the president. The president (or the treasurer) shall have authority to open an account with a local bank or credit union on behalf of the MMAG and to sign corporate checks. The board must approve expenditures in excess of \$500.00. The president will serve as the MMAG liaison with other arts organizations in the the region, and shall co-ordinate all standing committees.

##### b. Vice President.

The Vice President shall preside in the absence of the President and perform other duties as requested by the President.

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c. Secretary.

The Secretary shall keep the minutes of meetings of the organization and board meetings and maintain a file of members and keep the membership informed of MMAG activities.

d. Treasurer.

The Treasurer shall receive and disburse all monies with checks, maintaining *appropriate and accurate records of all financial transactions*. The Treasurer shall be responsible for the safekeeping of organization funds and for maintaining adequate financial records. The Treasurer shall act as Registered Agent to the State of Michigan, Secretary of State. The president (or the treasurer) shall have authority to open an account with a local bank or credit union on behalf of the MMAG and to sign corporate checks. For amounts in excess of \$500, the expenditure must be approved by the board. The Treasurer shall collect dues and other monies and prepare a financial report for the year ending August 31. The books shall be audited annually. The treasurer shall prepare and file all annual reports required by the State of Michigan and the Internal Revenue Service unless required otherwise by regulations. The records and files of the administrator relating to corporation shall be open to reasonable inspection by the public with at least fifteen (15) business days notice.

3. Board members shall take on duties as requested by the President and/or the organization.

4. Term of office/Fiscal Year.

*Terms of office and the fiscal year are from September 1 through August 31 coinciding with the membership year.*

5. Vacancies.

a. In the event of a vacancy in the Presidency, the Vice President shall assume the duties of the President for the remaining vacant term.

b. A vacancy in any office, except the Presidency, shall be filled by the Board for the unexpired term.

6. Removal of officers.

Any officer may be removed from the Board for due cause or for purposes or acts inconsistent with the mission, vision and rules as set forth in board policies.

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## **ARTICLE VII General Membership Meetings**

1. Meetings.
  - a. The general membership meetings will be held no fewer than seven (7) times per year at a date, time, and location to be established by the board.
  - b. Notices for meetings will be made by email or telephone to the members at least ten (10) days in advance.
2. Quorum.
  - a. For purposes of voting of the general membership, a quorum shall be 51% of those present and voting.
3. Electronic and other meetings.

From time to time, some decisions of the organization may be made by email using quorum rules and/or MMAG policies in accordance with MCL 450.2143.

## **ARTICLE VIII STANDING COMMITTEES**

With the approval of the directors, the President may appoint committees and committee chairs from members in good standing to carry out duties assigned to them for the period specified by the president. The chairperson elected by those members serving on said committee shall report to the President and/or the Executive Committee.

## **ARTICLE IX Parliamentary Authority**

Although the MMAG tends to be a less formal organization, the President and Board may invoke Roberts Rules of Order for decisions on parliamentary procedure questions.

## **ARTICLE X Amendments**

These bylaws may be amended at any time at any special or regular directors' meeting by an affirmative vote of at least two thirds of the current directors in accord pursuant with MCL 450.2523.

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**ARTICLE XI  
Notice and Communications**





Notice or communication required by these bylaws may be by telephone, in writing, electronic or oral, at the discretion of the President and/or Executive Committee pursuant to MCL 450.2143.

**ARTICLE XII  
Dissolution**

*If it becomes necessary for MMAG to dissolve, any funds left after all financial responsibilities are met, distribution shall be to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the MMAG.*

**ARTICLE XIII  
Ratification**

In accordance with Article XI (Amendments) the Amendments to the Bylaws were presented to the membership of the MMAG at least 30 days prior to being voted on, accepted by majority vote, and furthermore accepted by the Officers and Executive Committee on the 19<sup>th</sup> day of November, 2015.

President	 Barbara Margolis
Vice-president	 Melinda Pope
Secretary	 Nancy Kremsreiter
Treasurer	 Vicci Knowlton

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 04 2015

MID MICHIGAN ART GUILD  
404 S JENISON AVE  
LANSING, MI 48915-1132

Employer Identification Number:  
38-6095295  
DLN:  
26053604002175  
Contact Person:  
CUSTOMER SERVICE ID# 31954  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
August 31  
Public Charity Status:  
509(a)(2)  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
July 21, 2015  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

Your exemption under IRC Section 501(c)(3) is effective as of the date listed at the top of this letter. You were exempt under Section 501(c)(7) prior to this date.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Jeffrey I. Cooper  
Director, Exempt Organizations  
Rulings and Agreements