

BY-LAWS
of the
METROPOLITAN REGIONAL ARTS COUNCIL
Revised and approved by the Board of Directors on April 27, 2010
ARTICLE I

Name and Location

1.01 *Corporate Name and Location.* The name of this corporation shall be the Metropolitan Regional Arts Council. The general business of the corporation shall be transacted and the records of the corporation shall be kept at the corporation's principal office located at 2324 University Avenue, Saint Paul, Minnesota, 55114, or at such other place as may be fixed from time to time by the Board of Directors.

ARTICLE II

Purpose

2.01 *General Purpose.* The purpose of the Metropolitan Regional Arts Council is to support and stimulate the development and diversity of arts in the seven-county metropolitan region through grantsmaking and/or other means as appropriate.

2.02 *Tax-Exempt Status.* It is the objective and purpose of the corporation that it shall at all times remain exempt from taxation under the internal revenue laws of the United States. To such end, the corporation shall have no power to engage in any activities that would constitute a basis for denial, suspension, or revocation of the corporation's exemption from federal income taxes by virtue of the expressed or implied prescriptions, limitations, or conditions of sections 501, 503, and 504 of the United States Internal Revenue Code of 1954, as amended or any substitutionary provisions of the code or of any future internal revenue law or act which may be similar or related to such sections or otherwise applicable to the corporation.

ARTICLE III

Membership

3.01 *Corporate Membership.* The members of the corporation shall be those natural persons who, from time to time, constitute the corporation's Board of Directors.

ARTICLE IV

Board of Directors

4.01 *General Powers of the Board of Directors.* The property, affairs, and business of the corporation shall be managed by the Board of Directors. The Board of Directors shall select and hire an executive director who serves at the pleasure of the Board of Directors. The Board

of Directors has final approval of all recommendations concerning the disbursement or denial of grant funds.

4.02 **Membership.** The membership of the Board of Directors will be selected to reflect a commitment to affirmative action and to insure that the corporation is guided and governed by persons who are representative of the constituencies that MRAC is mandated to serve. The members of the Board of Directors must be residents of Anoka, Carver, Dakota, Hennepin, Ramsey, Scott, or Washington counties.

4.03 **Number.** The Board of Directors shall consist of up to twenty-one (21) Directors.

4.04 **Duties.** Attendance at designated meetings and participation in assigned tasks are the essential duties of the Board of Directors.

4.05 **Terms.** The terms of the Board of Directors shall be staggered and approximately one-third of the directors' terms shall expire each year. Each director shall be elected to serve a three-year term and shall serve until the director's successor is elected or until the director dies, resigns, or otherwise is removed or disqualified as provided in these bylaws. No director may serve more than two consecutive terms, except that if a director is the chair in the sixth year of membership, that director may also be nominated and, if elected, serve as chair for a seventh year of Board membership. A director elected to serve the remainder of an unexpired term is eligible to serve no more than one additional, consecutive full term. A director's term shall begin following the director's election and shall expire following the election of a new director.

4.06 **Election.** New directors shall be elected by a majority of the directors present at the annual meeting of the Board of Directors, provided there is a quorum present at the meeting.

4.07 **Removal.** Any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the members of the Board of Directors present at a duly held meeting whenever the board has considered all relevant facts and circumstances and has determined removal is in the best interest of the corporation. Failure to attend meetings is grounds for removal. Any director who fails to attend five or more duly held meetings in one year is subject to removal.

4.08 **Vacancies.** A vacancy or vacancies on the Board of Directors occurring for any reason other than an increase in the authorized number of directors, may be filled by a majority vote of the directors present at a duly held meeting, provided there is a quorum present at the meeting. A director elected to fill a vacancy shall hold office for the unexpired portion of the term the director was elected to fill or until the director's successor is elected and qualified.

4.09 **Compensation.** No director may receive compensation for services as a director. Members of the Board of Directors shall be reimbursed for actual travel expenses incurred while traveling in the service of the corporation.

4.10 **Director Conflicts of Interest.** Policy and fiduciary decisions of the Board of Directors will be based on the needs of the full arts community served by MRAC and will not be related to the benefit of a single constituency. Director conflicts of interest, the disclosure of such and the action of any members with regard to conflicts of interest will be determined by the Conflict of Interest Policy. This policy will be updated from time to time as deemed necessary.

ARTICLE V

Meetings

5.01 **Meetings.** The Board of Directors shall meet at such intervals as the board deems appropriate and necessary to conduct the business of the corporation. A meeting of the board must be held at least once per year. All meetings will be conducted according to Robert's Rules of Order. All meetings shall be open to the public.

5.02 **Annual Meeting.** The Board of Directors shall hold an annual meeting each year during the first month of the corporation's fiscal year. The exact time and place of the annual meeting shall be designated by the Board of Directors.

5.03 **Meeting Notices.** The Board of Directors shall provide written notice of any meeting of the Board of Directors. The meeting notice shall specify the place, date, hour, and agenda of the meeting and shall be mailed, e-mailed or hand delivered to each director no fewer than six days prior to the meeting.

5.04 **Special Meetings.** Special meetings for any purpose may be held at a time and place specified by the Chair of the Board of Directors or any two directors. The Board of Directors shall provide written notice of any special meeting of the Board of Directors. The special meeting notice shall specify the place, date, hour, and agenda of the special meeting and shall be mailed or hand delivered to each director no fewer than three days prior to the special meeting. Business conducted at special meetings shall be limited to the subject or subjects stated in the special meeting notice.

5.05 **Quorum and Voting.** At all meetings of the Board of Directors, each director is entitled to one vote on each matter voted on by the directors. No board action shall be conducted without a quorum present. Fifty percent (50%) of the total number of directors shall constitute a quorum for transacting business at any meeting. The action of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. No board action shall be conducted at a meeting until a quorum has been reached. Once a quorum has been attained, the directors may continue to transact business even if a quorum is not maintained throughout the meeting.

A director shall not appoint a proxy for him or herself or vote by proxy at a meeting of the Board of Directors. The directors present at any meeting where a quorum is not attained may discuss business, but no action may be taken except that the members present may vote to adjourn the meeting.

5.06 ***Meetings Conducted by Electronic Communication; Participation in a Meeting by Electronic Communication.*** The Board of Directors may conduct meetings via conference call, online dialogue, or other electronic means, provided that each participating director can both understand and communicate with all other participating directors. Fifty percent (50%) of members including the electronically participating director(s) is a quorum. If a director's electronic presence is required in order to achieve a quorum for a meeting scheduled as a face-to-face meeting, the corporation will assume the costs associated with the member's electronic participation.

5.07 ***Authorization Without a Meeting.*** Any action that must or could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by all directors.

ARTICLE VI

Officers

6.01 ***Officers.*** The officers of the corporation shall include a chair, vice chair, secretary and treasurer, and any other officers the Board of Directors may designate from time to time.

6.02 ***Election and Tenure.*** The officers of the corporation shall be elected at the Board of Directors' annual meeting by a majority of the directors present at the meeting, provided there is a quorum. Each officer shall hold office for a period of one year or until the officer's successor is elected and qualified. An officer shall be allowed to serve three consecutive terms. Only directors may be elected and serve as officers of the corporation. Any officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in the judgment of the Board of Directors the best interests of the corporation will be served by removal of the officer. A vacancy occurring in any office for any reason may be filled for the unexpired portion of the officer's term by a majority vote of the Board of Directors present at a duly held meeting.

6.03 ***Chair.*** The chair shall preside at all meetings of the Board of Directors and perform other duties as may be designated by the Board of Directors. The chair is empowered to appoint committees, except for the Executive Committee, and is an ex-officio member of all committees. The chair shall serve as chair of the Executive Committee. The chair is authorized to execute on behalf of the corporation all contracts, conveyances, and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.

6.04 ***Vice Chair.*** The vice chair shall perform the duties of the chair in the event of the absence, disqualification, or resignation of the chair and shall perform such other duties as the Board of Directors may designate. The vice chair shall serve as the Board of Directors primary link to the panel review process or designate another director to serve in that capacity.

6.05 **Secretary.** The Secretary shall perform such duties as may be assigned by the President or the Board of Directors and as are ordinarily incident to the office..

6.06 **Treasurer.** The treasurer shall review the financial record and policies of the corporation and will present an annual audit to the Board of Directors on the financial status of the corporation.

ARTICLE VII

Executive Director

7.01 **Duties of the Executive Director.** The executive director shall have day-to-day charge of the business of the corporation and shall make all appointments to the staff, except such appointments as otherwise are reserved by resolution of the Board of Directors, and shall report to the Board of Directors all appointments made by the executive director. In exercising these powers, the executive director shall be subject to such regulations or directions as may be adopted or issued from time to time by the Board of Directors. Unless otherwise provided for by resolution of the Board of Directors, the executive director shall participate in meetings of the Board of Directors and as an ex-officio member of all committees, but shall not be a voting member of the Board of Directors or of any committee.

ARTICLE VIII

Committees

8.01 **Establishment and appointment.** The standing committees of the corporation shall be the Executive Committee, the Nominating Committee and the Finance Committee. The Board of Directors may create additional standing committees as the board deems desirable or necessary. All committees shall provide a report of committee proceedings at the next board meeting. Except as otherwise provided in these bylaws, the Chair shall appoint for one year terms all standing committee chairs and committee members. Persons who are not members of the Board of Directors may be appointed to standing committees. All committee chairs must be directors of the corporation. Committee chairs and membership appointments are subject to the approval of the Board of Directors.

8.02 **Executive Committee.** The Executive Committee shall consist of the Chair, the vice-chair, the secretary and the treasurer. Except for election of officers and filling vacancies on the Board of Directors, the Executive Committee shall have and may exercise when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation except when otherwise prohibited by the articles of incorporation or bylaws. The executive committee also shall serve as the Finance Committee. Actions of the Executive Committee taken while the Board of Directors is not in session shall be reported to the Board of Directors at the Board of Directors' next meeting.

8.03 **Nominating Committee.** The Nominating Committee shall determine criteria for new directors and evaluate nominees. The committee shall encourage suggestions from the Board of Directors and seek candidates from diverse communities to reflect the corporation's

commitment to affirmative action. The committee shall make recommendations to the Board of Directors for election of directors and officers of the board. Committee members shall serve one year terms.

8.04 **Finance Committee.** The Finance Committee shall oversee the development of the organizational budget, review cash flow projections and investments and make recommendations regarding those and other financial matters of the organization. The Treasurer shall serve as one member of the committee. Committee members shall serve one year terms.

8.05 **Other Committees.** The Board of Directors may form any temporary committees composed of a portion of the directors for any purposes deemed necessary, including, but not limited to, Nominating and Personnel Committees. The Chair may appoint ad hoc committees of the corporation as may be required by the needs of the corporation or as may be needed to investigate particular concerns or implement particular policies or decisions of the Board of Directors. Ad hoc committees may include persons who are not members of the Board of Directors.

8.06 **Regular and Special Meetings of Committees.** Unless otherwise provided in this article, the procedures governing notice and conduct of business at regular and special committee meetings shall be the same as those for meetings of the Board of Directors. A majority of committee members shall constitute a quorum for the conduct of committee business. Board of Directors other than the directors serving on a committee may attend and participate in committee debate but may not vote or be counted for purposes of making a quorum. It is at the discretion of the committee chair whether or not committee meetings will be open to the public.

ARTICLE IX

General Provisions

9.01 **Checks and Notes.** All checks, drafts, and promissory notes of the corporation shall be signed by such officers or agents as may, from time to time, be designated by resolution of the Board of Directors.

9.02 **Fiscal year.** The fiscal year of the corporation shall begin on July 1 and end on June 30 of each calendar year.

9.03 **Amendment of Bylaws.** The bylaws of the corporation may be amended by the Board of Directors at any meeting upon the vote of a majority of the directors then in office, provided a statement of the nature of the proposed amendment is included in the notice of the meeting.

9.04 **Records.** The executive director shall keep such records as may be determined by the Board of Directors in accordance with proper and usual business and parliamentary practices and as required by the state and federal law.

9.05 ***Indemnification and Insurance.*** To the full extent provided by the Minnesota Nonprofit Corporation Act, the corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the person's former or present official capacity as a director, officer, employee, or member of a committee of the corporation. To the full extent provided by the Minnesota Nonprofit Corporation Act, the corporation may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, an officer, an employee, or a member of a committee of the corporation against any insurable liability asserted against and incurred by the person in or arising from official capacity.

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CERTIFICATION

The undersigned secretary of the corporation hereby certifies that these bylaws were adopted by the members of the corporation at a meeting of the Board of Directors held on April 27, 2010.

SECRETARY

Signature: _____

Name: _____

Date: _____

STATE OF MINNESOTA

COUNTY OF _____

On this _____ day of _____, 2010, _____,

personally appeared before me, identified him/herself as the duly elected Secretary of the Metropolitan Regional Arts Council, and executed the above Certification.

Subscribed and sworn to before me

this _____ day of _____, 199__.

Notary Public