

Dated: Jan. 21, 2021

**RESTATED BYLAWS
OF
ARTS COUNCIL OF GREATER LANSING, INC.**

The Bylaws of the Arts Council of Greater Lansing, Inc. (“Corporation”) dated March 26, 2014 are hereby completely amended and restated this 21st day of January, 2021 as follows:

ARTICLE I - Name and Purpose

1.1 Name. The name of the Corporation will be the Arts Council of Greater Lansing, Inc.

1.2 Purpose. The purpose or purposes for which the Corporation is organized are as specified in the Articles of Incorporation.

ARTICLE II - Board of Directors

2.1 General Powers. The business and affairs of the Corporation will be under the direction of its Board of Directors (“**Board**”), except as otherwise provided in these Bylaws or applicable law. The Board may establish and enforce policies and procedures for individual directors and the Board. The Board may delegate its authority, to the extent permitted by applicable law.

2.2 Number. The number of directors will be at least five and not more than eighteen, provided that the minimum or maximum number or both may be increased or decreased from time to time by an amendment to these Bylaws.

2.3 Term of Office. Directors will hold office for a term of three years from the date of the Annual Meeting at which such director is elected. However, if a director is not elected at an Annual Meeting, then that director’s term will begin on the date of election and end three years after the next Annual Meeting. Each director will hold office until a successor is duly elected and qualified or until that director's earlier death, resignation, disqualification, or removal. Each director is limited to a total of three consecutive three-year terms, not including a director who fills a vacancy by serving the unexpired portion of a previous director’s term.

2.4 Nomination and Election. The Board Development Committee will nominate new directors from time to time to fill a vacancy or add new directors. New directors who are not filling a vacancy occurring since the last Annual Meeting will be elected at the next Annual Meeting. The Board will receive the Board Development Committee’s nomination of new directors and a nominee will be elected upon receiving the affirmative vote of a majority of the directors then in office.

2.5 Resignation. A director may resign at any time by giving written notice to the President of Corporation. Such resignation is effective on the later of the date of receipt of the notice of resignation or the effective date specified in the resignation notice (if any).

2.6 Removal. A director may be removed, with or without cause, by a two-thirds vote of the directors then in office. Any director proposed to be removed by the Board will be entitled to seven days written notice and an opportunity to appear before and be heard by the Board at such meeting.

2.7 Vacancy. Any vacancy, including a vacancy due to an increase in the size of the Board, may be filled upon nomination by the Board Development Committee and the affirmative vote of a majority of the then-remaining directors, even though less than a quorum, at the next Annual, Regular, or Special Meeting. A director who is elected to fill a vacancy will hold office for the unexpired term of his or her predecessor in office and until a qualified successor is elected and qualified.

2.8 Meetings of the Board.

a. **Regular Meetings.** The Board will meet at least six times per year at a time and location as the Board agrees by majority vote. Notice of Regular Meetings of the Board will be mailed, faxed or emailed to each director by the Secretary, or designated representative, at least seven days prior to the date of the meeting. Notice will include the date, time, location and purpose of the meeting, including any proposal requiring a vote of the board.

b. **Annual Meeting.** The Corporation's Annual Meeting will immediately precede the Regular Meeting held in September unless scheduled at another time by a majority vote of the Board. At the Annual Meeting, the Board will vote on nominated directors and conduct any other business that may come before the meeting. Notice of the Annual Meeting will be provided to directors personally, by mail, or by electronic transmission, not less than 10 or more than 60 days before the date of the meeting. Notice will include the date, time, location and purpose of the meeting, including any proposal requiring a vote of the board.

c. **Special Meetings.** Special meetings of the Board will be held upon the call of the President, or when requested in writing to the President by three directors. Notice of a Special Meeting will be provided to directors personally, by mail, or by electronic transmission, at least three days before the date of the meeting. Notice will include the date, time, location and purpose of the meeting, including any proposal requiring a vote of the board.

d. **Remote Communication.** Directors not physically present at a meeting of shareholders may participate in a meeting by remote communication technology if all individuals who are participating in the meeting can communicate with the other participants, and such director will be deemed present and entitled to vote at the meeting.

e. **Waiver.** A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

2.9 Quorum and Voting.

a. **In General.** A majority of the members of the Board then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. A vote of the majority of members then in office, at a meeting at which there is a quorum, constitutes the action of the Board or of a committee. No proxy voting is allowed.

b. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board then in office or the committee consent thereto in writing or by electronic transmission, and the consents are filed with the minutes of the proceedings of the Board or committee. The action item must be stated clearly within the email and a date by which all votes must be cast included. A vote of the majority of directors then in office constitutes the action of the Board. Each director will have one vote. No proxy voting is allowed. All actions taken and a list of all members voting must be transcribed and available at the next regularly scheduled meeting.

2.10 Compensation. Directors will not receive any compensation for their Board service nor will have any title to or interest in the corporate property or earnings of the Corporation. No part of the net earnings of the Corporation will inure to the benefit of any director, officer or individual.

2.11 Conflict of Interest. The Board will approve a policy designed to avoid conflicts of interest.

ARTICLE III - Officers

3.1 Officers. The officers of the Corporation will consist of a President, Vice President, Secretary, and Treasurer. An officer will hold office for the term that such officer is elected or appointed and until the earlier of the expiration of his or her term, or his or her resignation or removal. An officer must be a director, with the exception of the Immediate Past President.

3.2 Immediate Past President. If at the end of the President's term, his or her directorship term limit has expired, then the Board will have the authority to retain him or her as the Immediate Past President until the then-current President is no longer in office.

3.3 Nomination, Election, and Term of Office. Officers will be nominated by the Board Development Committee at least one month prior to the Annual Meeting. The officers of the Corporation will be elected annually by the Board for one year terms at the Regular Meeting that immediately follows the Annual Meeting of the Board. If the election of officers will not be held at such meeting, such election will be held at a time and place determined by the Board.

3.4 Term Limit. No individual may be elected for more than three consecutive one-year terms in any single office.

3.5 Vacancies. In case any office of the corporation becomes vacant, the Board may elect an officer to fill such vacancy for the unexpired portion of the officer's remaining term upon nomination of the Board Development Committee by an affirmative vote of the majority of the directors then in office at a meeting at which a quorum is present.

3.6 Removal. An officer elected or appointed by the Board may be removed, with or without cause, by a vote of a majority of the directors then in office. Any officer proposed to be removed by the Board will be entitled to seven days written notice and to an opportunity to appear before and be heard by the Board at such meeting.

3.7 Resignation. Any Officer may resign from his or her position as an officer by delivering a written resignation by mail, fax, or electronically to the Executive Director, President or Secretary of the Corporation. Such resignation is effective on the later of the date of receipt of the notice of resignation or the effective date specified in the resignation notice (if any).

3.8 Duties of Officers. Each officer of the Corporation will have the duties assigned by a policy authorized by the Board.

3.9 Succession. In cases of temporary unavailability of an officer, the Corporation, Board, or any other applicable body requiring that officer's action will observe the following order of succession: Vice President, Treasurer, and then Secretary. The Vice President position will not automatically succeed to the office of President upon the expiration of the President's term.

ARTICLE IV - Committees

4.1 Committees. The Board will have the committees described in 4.1.a. through c. below, and may designate additional committees to fulfill any purpose assigned by the Board that is consistent with the Corporation's purpose. The Board may prescribe rules and regulations for the call and conduct of meetings of a committee and other matters relating to its procedure.

a. **Executive Committee.** The Executive Committee's members will be the officers of the Corporation, including the President, Vice President, Secretary, Treasurer, and Immediate Past President (if any). The President will chair the Executive Committee. At any time, the Executive Committee may meet or provide a recommendation to the Board. However, the Executive Committee may not otherwise act or exercise the authority of the Board unless authorized to do so by the Board. In no event will the Executive Committee have the power or authority to: (1) amend the Corporation's Articles of Incorporation; (2) adopt an agreement of merger or consolidation; (3) recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets; (4) recommend a dissolution of the Corporation or a revocation of a dissolution; (5) amend the Bylaws of the Corporation; (6) fill vacancies of the Board; (7) fix compensation of the directors for serving on the board or on a committee, or (8) take any other action that is not permitted by Michigan law.

b. **Board Development Committee.** The Board Development Committee will provide nominations to the Board as described in these Bylaws and take other action as authorized by the Board.

c. **Finance Committee.** The Finance Committee will be responsible for providing oversight on budget, fiscal management and policy, and investments of the Corporation. The Treasurer will chair the Finance Committee.

ARTICLE V - Staff

The Board will appoint an Executive Director, who will be responsible for carrying out the work of the Corporation, in accordance with the policies established from time to time by the Board.

ARTICLE VI - Administrative Provisions

6.1 Fiscal Year. The fiscal year of the Corporation shall be October 1 of each year through September 30 of the following year.

6.2 Finances. The Board is authorized to select such banks or depositories as it will deem proper to ensure the safety of the funds of the corporation. The board will determine who, if anyone, in addition to the Executive Director, Treasurer and President will be authorized from time to time on the corporation's behalf to sign checks, drafts and money orders for the payment of money, acceptances, notes and other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All persons having access to the monetary assets of the corporation will be bonded for such purposes. The directors will see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept and financial policies established to maintain the highest professional standards in the operations.

6.3 Audit. An audit of the Corporation accounts will be performed annually at the end of the fiscal year by a certified public accountant. The annual audit will be presented to the Board for approval and placed on file with the State of Michigan.

6.4 Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board will distribute the remaining assets of the Corporation (except assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets will be returned, transferred or conveyed in accordance with those requirements) to an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code as designated by the Board.

ARTICLE VII - Indemnification

7.1 Indemnification and Insurance. The Corporation will indemnify, to the fullest extent and in the manner permitted by the Michigan Nonprofit Corporation Act any person who is or was a director or officer of the Corporation for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by

the person in connection with the action, suit, or proceeding (“**Losses**”), if such Losses arose by reason of the person being a director or officer. The Corporation may purchase and maintain insurance on behalf of any director which insures against any such liability to the extent available and to the extent permitted by the Michigan Nonprofit Corporation Act.

7.2 Liability. Limitations of liability of a director or officer are as stated in the Corporation’s Articles. However, In the event the Michigan Nonprofit Corporation Act is amended after the Articles are filed then the liability of a director or officer of the Corporation will be eliminated or limited to the fullest extent permitted by the Act, as so amended.

ARTICLE VIII - Amendments

8.1 Amendments. These Bylaws may be altered, repealed or amended in whole or in part by the affirmative vote of two-thirds of the Board then in office at any Regular, Special or Annual Meeting. An amendment will be deemed ineffective if it is inconsistent with or adverse to the Corporation’s tax exempt status unless the amendment explicitly intends to affect such status. Written notice of the proposed bylaw amendments will be provided along with notice of the meeting at least thirty days in advance of the meeting in which the amendment is proposed.