

# **BYLAWS**

## **SOCIETY FOR THE ARTS**

### **Singles Supporting the Arts**

#### **ARTICLE I: NAME**

The name of the organization shall be "Society for the Arts", referred to hereinafter as the "Corporation."

#### **ARTICLE II: PURPOSE**

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Specifically the Corporation is organized and operated as an organization comprised of single members of the greater Phoenix community, whose primary purpose is to raise funds to benefit performing and visual arts groups in the greater Phoenix area.

#### **ARTICLE III: LOCATION**

The principle office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in Maricopa County, State of Arizona as designated by the President.

#### **ARTICLE IV: MEMBERS**

Section 1 – Eligibility: Any unmarried person who has an interest in supporting the arts in the greater Phoenix area. No person may be denied membership in the Corporation because of age, sex, religion, color, race, national origin, or physical handicap.

Section 2 – Admission: Persons will be admitted to membership upon receipt of an application and dues as set by the Board of Directors. The membership year shall begin in the month dues are paid and expire at the end of the following month of the next year.

Section 3 – Termination of Membership: Membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (a) voluntary resignation by a member and reasonable notice to the Corporation;
- (b) non-payment of dues after a period of 60 days from date of renewal notice;
- (c) failure to meet the eligibility requirements of Section 1 of Article IV; or
- (d) expulsion or suspension of a member under Section 4 of Article IV.

Section 4 – Expulsion or Suspension of Membership: The Board of Directors has the authority to suspend or expel any member based on majority vote.

Section 5 – Number of Members: There shall be no limit on the number of members the

Corporation may admit.

Section 6 – Transferability of Membership: Neither the membership in the Corporation nor any rights of membership in the Corporation may be transferred, assigned for value, or otherwise modified.

#### ARTICLE V: GENERAL MEMBERSHIP MEETINGS

Section 1 – Annual Meeting: The annual meeting of the members will be held in December of each year at a time and place determined by the Board.

Section 2 – Special Meetings: Special meetings of the members may be called by the Board or the President of the Corporation and held at a time and place within Maricopa County, State of Arizona.

Section 3 – Quorum: The quorum of a membership meeting shall consist of five (5) percent of membership. No proxy voting will be permitted.

Section 4 – Notice of Meetings: Notice of membership meetings must be mailed or delivered at least seven (7) days prior to the day such meeting will be held. Placement of such notices in the Corporation's newsletter shall be deemed sufficient to satisfy that requirement.

Section 5 – Chairperson of Membership Meetings: Membership meetings will be chaired by the President of the Corporation or another member of the Board of Directors as designated by the President or, if not so designated, the quorum.

#### ARTICLE VI: BOARD OF DIRECTORS

Section 1 – Number: This Corporation shall have not less than three (3) nor more than twenty-one (21) Directors. The exact number may be adjusted from time to time within these limits by resolution of the Board, in response to the anticipated workload for the Board and qualification of candidates available for the Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires. The Board of Directors shall have the authority to elect board members as needed throughout the year. Anyone appointed shall stand for re-election at the following annual meeting.

Section 2 – Qualifications: The Corporation is committed to a policy of fair representation on the Board of Directors which does not discriminate on the basis of age, sex, religion, color, race, national origin or physical handicap. To be eligible for serving on the Board, a person must be a current member of the Corporation.

Section 3 – Election: Election of Directors by the Corporation members shall occur at the annual meeting of the Corporation in December of each year with terms of office to begin immediately. Candidates may be nominated by a committee appointed by the President for that purpose or may be nominated by any current member of the Corporation from the floor at the annual meeting. The number of vacancies to be filled will be established by the existing

Board. Directors will be elected by a majority of the votes cast at the annual meeting. No proxy voting will be permitted.

Section 4 – Term of Office: The term of office for each Director will be two (2) calendar years, and shall expire at the annual meeting of the second year.

Section 5 – Appointments to the Board: If a Director dies, resigns, or is removed, the Board may elect a replacement to serve for the duration of the calendar year in which the appointment occurs. Qualification to be appointed by the Board will be the same as qualifications to be elected by the membership. The appointed Director will then be eligible for election to a two-year term by the members at the December annual meeting, per Section 3 above.

Section 6 – Removal: Any Director may be removed for cause from the Board of Directors by an affirmative vote of the majority of Directors present at an official meeting of the Board. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7 – Compensation: The Directors shall serve without compensation.

Section 8 – Past President: The immediate Past President shall be a full voting member of the Board of Directors for one year immediately following his or her term as President.

Section 9 – Resignation: Any Director may resign by giving written notice to the Corporation President or Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. The Board may appoint a successor to take office as of the date when the resignation becomes effective.

Section 10 – Responsibilities: The Board of Directors is responsible to provide overall direction to the Corporation. The Board is also responsible:

- (a) for the approval of major unbudgeted expenditures in the current fiscal year;
- (b) for the approval of the selection of the individual/corporation for the yearly audit of the Company's books; and
- (c) for the approval of the subsequent year's budget. Such approval is expected in the 4th quarter of the current fiscal year.

Approval by the Board shall be by simple majority.

## ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Annual Meetings: An annual meeting of the Board of Directors will be held in December of each year on a date closely following the general meeting of the membership for the purpose of electing officers for the following calendar year and for other business that may be placed on the agenda by the President.

Section 2 – Regular and Special Meetings: Regular meetings of the Board shall be held monthly at such time and place as set by the President. Special meetings of the Board may be called at any time by the President, or in his or her absence, by the Vice President.

Section 3 – Notice of Meetings: Members will be notified of annual, regular, and special meetings at least seven (7) calendar days in advance, except in cases of unusual urgency, at which time the President or Vice President calling the meeting may use his or her best judgment.

Section 4 – Voting: At all meetings of the Board of Directors, each Director present, except the President or presiding officer, will be entitled to cast one vote on any motion coming before the meeting. At a meeting at which there is a quorum present, a simple majority affirmative vote of the Directors present is required to pass a motion before the Board. The President or presiding officer may cast the deciding vote in the event of a tie on any motion, except the election of officers or budgeting issues, in which case the President or presiding officer has full voting privileges.

Section 5 – Quorum: Excluding the President or presiding officer, a majority of the current Board members constitutes a quorum for the transaction of business at any meeting.

Section 6 – Proxy Voting: No proxy voting will be permitted.

Section 7 – Rules and Procedures: Robert’s Rules of Order will be the authority for all questions of procedure at any meetings of the Board.

#### ARTICLE VIII: OFFICERS

Section 1 – Number of Officers: The officers of the Corporation will be a President, a Vice President, a Secretary, a Treasurer and such other officers and duties as the Board prescribes.

Section 2 – Election: The officers shall be elected by the Board at its December meeting, following the election of a new Board by members of the Corporation. Voting shall take place one office at a time in the following order: President, Vice President, Secretary, Treasurer and other officers as deemed necessary by the Board. Terms of office will begin immediately following election and each officer will serve until the next Board meeting following the annual membership meeting, removal by the Board, or resignation, whichever occurs sooner.

Section 3 – Removal: Any officer may be removed with or without cause by the Directors by vote of a majority of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the officer affected at least seven (7) calendar days previously.

Section 4 – Vacancy: A vacancy in any office may be filled by a majority vote of the Board of Directors present for the unexpired portion of the term.

Section 5 – President: The President will be the chief executive officer of the Corporation. It will be the duty of the President to preside at all meetings of the Board, meetings of the general membership, and to have general supervision of the affairs of the Corporation. He or she will execute on behalf of the Corporation all contracts, deeds,

conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the business of the Corporation.

Section 6 – Vice President: It will be the duty of the Vice President to act in the absence or disability of the President and to perform such other duties as may be assigned him or her by the President or the Board. In the absence of the President, the execution by the Vice President on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the President.

Section 7 – Secretary: The Secretary will be responsible for causing the Corporation records to be maintained. The Secretary will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these Bylaws. The Secretary will record and distribute minutes from each meeting of the Board and such other reports as the Board may desire and request from time to time.

Section 8 – Treasurer: The Treasurer will have the responsibility for safekeeping of the funds and shall keep or cause to be kept all other books of account and accounting records of the Corporation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the effect of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse or permit to be disbursed the funds of the Corporation, as may be ordered or authorized by the Board, and shall render to the President of the Corporation and to the Board whenever they require it, an account of all transactions and the financial condition of the Corporation. The Treasurer shall render the Annual Report of the financial condition of the Corporation to the Directors.

The Treasurer shall also insure that statutory reporting is performed as required to keep the Corporation's status with the appropriate governmental agencies current and correct. Those agencies are, currently, the Internal Revenue Service and the Arizona State Corporation Commission.

The Treasurer is also responsible for the preparation of the operating budget, and in such capacity will initiate preparation of the budget in the 3rd quarter of the current fiscal year for presentation to the Officers of the Corporation for preliminary approval. The Treasurer shall appoint a Budgeting Committee to assist in the preparation of the budget, as he or she believes appropriate.

Section 9 – Other Powers: Any officer of the Corporation, in addition to the powers conferred herein, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

The Officers of the Corporation, as a whole, shall also be responsible for the approval of the preliminary budget in preparation for final budget approval by the Board of Directors. This preliminary approval shall occur no later than the end of the first month of the 4th quarter of the current fiscal year.

## ARTICLE IX: COMMITTEES

Section 1 – Executive Committee: This committee will be made up of all officers in the Corporation and will be chaired by the President. This committee will serve as the central planning group for the Corporation and will have full authority of the Corporation during

intervals between meetings of the Board. However, this authority shall not be used to bypass consideration by the Board of any matter which should be brought before the Board as a whole and which can reasonably wait until the next available Board meeting.

Section 2 – Nominating Committee: No later than September 30 of each year, the President shall appoint a committee for the nomination of new Board members consisting of a minimum of three (3) members of the Board or members of the Corporation. Given the anticipated number of vacancies by the Board, the nominating committee shall present to the Board the names of candidates believed to be qualified per the requirements of these Bylaws. No member of the nominating committee may be a candidate for election or re-election to the Board. The Board may strike any name by simple majority vote, but any number of qualified candidates may run for the vacant Board positions. The final slate of candidates will be presented to the membership for election to the Board at the December annual membership meeting.

Section 3 – Ad Hoc Committees: With approval by the Board, the President may appoint one or more ad hoc committees, each of which will consist of the committee chair and at least one other member. Committee members may be members of the Board, or other interested members of the Corporation. The studies, findings and recommendations of all committees will be reported to the Board for consideration and action, except as otherwise ordered by the Board. Committees may adopt such rules for conduct of business as are appropriate, provided they are not inconsistent with these Bylaws, the Corporation’s Articles of Incorporation, or state law.

ARTICLE X: MISCELLANEOUS

Section 1 – Indemnification: The Corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

Section 2 – Fiscal Year: The fiscal year for the Corporation shall be August 1 through July 31.

ARTICLE XI: AMENDMENTS

Procedure for Amendment: These Bylaws may be altered, amended, or repealed and replaced and new Bylaws may be adopted at a meeting of the Board of Directors with a quorum present. Written notice of such proposed Bylaw changes, including the complete wording, shall be delivered to each Director at least twenty (20) days in advance of such meeting. The amendment then shall require a two-thirds vote of the Directors present at the meeting for passage.

ARTICLE XII: DISSOLUTION

Assets of the Corporation: Upon the dissolution of the Corporation and after payment

or the provision for payment of all the liabilities of the Corporation, the Board of Directors may dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or may transfer any portion of the assets to organizations that are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code. Any other assets will be disposed of by a court of jurisdiction in Maricopa County, State of Arizona.

Approved by the Board of Directors on  
officers.

as attested by the

President:

Mary Jane Baetz

Vice President:

Andria Mori

Secretary:

Carol Sagar

Treasurer:

Carol Mayer

May 14, 2012