

As amended through December 4, 2012

BYLAWS  
OF  
VILLAGE ARTS COALITION

ARTICLE I – NAME

The name of the corporation shall be Village Arts Coalition.

ARTICLE II – PURPOSES

The purposes of the corporation shall be those stated in the Articles of Incorporation.

ARTICLES III – MEMBERSHIP

Section 1 – Classes and Rights of Membership

There shall be two classes of membership. Group membership shall be open to an existing folk arts group subject to approval by the Board of Directors. Individual membership shall be open to anyone interested in the purposes of the corporation. Each group or individual shall be declared a member of the organization upon payment of initiation fees, if any, and dues as set from time to time by the Board of Directors.

Section 2 – Representative Council

Each Individual Member shall have one vote at the annual membership meeting to elect a representative and alternate representative from among them. Each group shall also designate one representative and one alternate representative. Representatives shall make up a Council and each representative shall have one vote on matters put before the Council.

Section 3 – Annual Meeting, Notice, Quorum.

An annual meeting of the membership shall be held at a time and place to be determined by the Board of Directors. The Secretary shall mail notice of the meeting at least 10 days before said meeting to each member of record as of that date. The purposes of the annual meeting shall be those specified by the Board of Directors and shall specifically include the election of a representative of individual members and election of members of the Board of Directors by the newly formed Council. At the annual meeting, group representatives and alternates shall be designated in writing. A quorum of the individual members, for the purpose of electing their Council Representative, shall be 10 percent of the individual membership then of record. The newly formed Representative Council shall then elect Directors to replace Directors whose terms have expired and vote on other matters put before it at the meeting. A simple majority of the Council shall constitute a quorum.

Section 4 – Special Meetings

Special meetings of the members or the Representative Council may be called by the President or on petition of any two representatives or members. Notice and quorums shall be the same as specified for the annual meeting. Such notice shall specify the purpose of such meeting. Ten days notice shall be given.

Section 5 – Non-Discrimination

No member shall be discriminated against by reason of Race, Creed, Sex, Color, or Sexual Orientation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board may appoint such staff as it reasonably deems necessary or desirable and may provide for yearly review of all persons appointed.

Section 2 – Number, Election and Term of Office

The number of Directors shall be not fewer than three nor more than twenty. Each Director shall serve for a period of

three years (except as provided herein), with one third of the Directors being selected each year. To implement this provision an initial Board of Directors shall be elected in which 1/3 will serve for 3 years, 1/3 for 2 years, and 1/3 for 1 year. Directors may be retained for an indefinite number of terms.

In order to move the annual meeting to the spring of the year in 2013 the term of office for the current Directors shall be extended until the annual meeting to be held in Spring 2013, approximately five months.

#### Section 3 – Removal of a Director

Any Director may be removed with cause by a two-thirds vote of the remaining Board of Directors at a special meeting called for that purpose. Failure by any Director to attend four sequential meetings may be defined as cause for removal. Ten days notice shall be given to all Directors by mail of any meeting during which the removal of a Director will be voted upon.

#### Section 4 – Annual Meeting

Beginning with the year 1990, an annual meeting of the Directors shall be held at a time and place to be determined by the Board of Directors.

#### Section 5 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Colorado as the place for holding any special meeting of the Board called by them.

#### Section 6 – Notice of Meetings

Notice of any meeting of the Board shall be given at least ten days previous thereto by written notice to each Director at his or her address as shown on the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addresses, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of such must be specified in the notice of any special meeting of the Board.

#### Section 7 - Voting

A majority of the Directors then in office shall constitute a quorum for the transaction of all business at any meeting of the Board. Proxy voting in which one director authorizes another director to exercise his or her vote will be allowed.

Proxies must be in writing, signed by the director executing the proxy and must be in possession of the board at the time of the proxy representation. Proxies may be either “specific”, providing for a directed vote on specific issues, or “general”, allowing the designated director to exercise complete discretion for the duration of the proxy. The time period of the proxy must be designated in the proxy and can be for a single meeting or more than a single meeting.

Proxies of either type can be used to create a quorum. However, if less than a majority of the Directors is present or represented by proxy at said meeting, a majority of the Directors present or represented by proxy may adjourn the meeting without further notice.

“Telephonic voting”, in which a director is in direct contact with the board by telephone during a meeting, will also be allowed. Telephonic voting is considered to constitute the direct presence of the director rather than a proxy.

#### Section 8 – Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the Representative Council. Any Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor. Any Director to be elected by reason of an increase in the number of Directors shall be elected in the same manner as the regular election of Directors and shall serve for three years. A vacancy does not have to be filled unless the number of Directors drops below the minimum set in these Bylaws.

#### Section 9 – Compensation

No Director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument for serving in such capacity. Reimbursement for expenses shall be permitted.

## ARTICLE V – OFFICERS

### Section 1 – Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

### Section 2 – Election and Term of Office

The officers of the corporation shall be elected annually by the Directors at the meeting immediately following the election of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

### Section 3 – Removal

Any officer may be removed with cause by a unanimous vote of the remaining Board of Directors at a special meeting called for that purpose. Ten days notice shall be given to all Directors by mail of any meeting during which the removal of an officer will be voted upon.

### Section 4 – Duties of President

The President shall be the executive officer of the corporation and shall, in general, supervise and conduct the affairs of the corporation. S/he may sign, with the Secretary or any other proper officer of the corporation, all contracts and documents authorized generally or specifically by the Board. S/he shall preside at all meetings of the Board of Directors or shall delegate a chairperson. S/he shall perform such other duties as shall from time to time be assigned to her/him by the Board of Directors.

### Section 5 – Duties of the Vice President

In the absence of the President, the Vice President shall, in general, perform the duties of the President. The Vice President shall have such other powers and duties as may be assigned to her/him by the President or the Board of Directors.

### Section 6 – Duties of the Secretary

The Secretary shall act as Secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books for the purpose. S/he shall be custodian of the corporate records and of the seal, if any, of the corporation, and shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws. S/he shall attend to the giving and serving of all notices of the corporation. S/he shall perform all other duties customarily incident to the Secretary subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time be assigned to her/him by the Board.

### Section 7 – Duties of the Treasurer

The Treasurer shall have custody of all funds of the corporation. S/he shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation, and shall deposit or cause to be deposited all monies and other valuables of the corporation in the depositories the Board of Directors may designate. Whenever required by the Board of Directors, s/he shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the corporate books and accounts to any Director of the corporation and shall perform all duties customarily incident to the position, subject to the control of the Board, and shall, when required, give such security for the faithful performance of her/his duties as the Board of Directors may determine. The Treasurer shall be required to prepare an annual accounting statement which must be presented to the Board of Directors at their annual meeting.

### Section 8 – Additional Officers

There may be additional officers who shall be elected by and shall have such duties and responsibilities as the Board of Directors shall determine.

## ARTICLE VI – COMMITTEES

The Board of Directors may appoint such committees as it deems necessary.

## ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS

### Section 1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; such authority must be in writing and may be general or confined to specific instances.

### Section 2 – Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness shall be issued in the name of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

### Section 3 – Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### Section 4 – Gifts

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## ARTICLE VIII – OFFICE AND BOOKS

### Section 1 – Office

The office of the corporation shall be located at such place as the Board of Directors may from time to time determine.

### Section 2 – Books

There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these bylaws and all minutes of the Board of Directors.

## ARTICLE IX – FISCAL YEAR

The fiscal year of the corporation shall be March 1 to February 28 or 29.

## ARTICLE X – INDEMNIFICATION

The corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that s/he, her/his testator or intestate, was an associate, Director, officer or other agent of the corporation, or any other organization served by her/him in any capacity at the request of the corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including litigation costs and attorneys' fees, provided it should be found by a majority of a committee of the directors not involved in the matter in controversy that it was in the interests of the corporation that such settlement be made and that such director, officer or agent was not guilty of wanton or willful act or omission.

## ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the corporation may adopt.

## ARTICLE XII – AMENDMENTS

These bylaws may be amended by the affirmative vote of a majority of a quorum of the Board of Directors present at any meeting for which ten calendar days written notice by email, by regular mail or delivered personally describing the proposed amendment and its purpose was given.

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