**NON-PROFIT BYLAWS**

**OF**

**EMERGENT ARTS**

**(DRAFT 9/16/2016)**

**ARTICLE I *-* NAME**

The name of this non-profit organization shall be known as Emergent Arts, (hereinafter referred to as the "Organization"), located at 341 A Whittington Avenue, Hot Springs, Arkansas, 71901. (501.613.0352).

**ARTICLE II - PURPOSE**

**Mission**

The Mission of Emergent Arts is to foster creativity among emerging artists of all ages and abilities in Garland County and surrounding communities.

**Goal**

It is the goal of Emergent Arts to support the creative arts and artists of Garland County, Arkansas and surrounding communities through:

Our beliefs that:

* *Every person is capable of having a creative experience, as a viewer, a participant, a creator or a supporter.*
* *All people will have an individual creative story, equally as important as the next, and can be made greater when given resources.*
* *Physical and mental factors do not inhibit an individual from reaching their full creative potential. They merely determine that rate and processes by which that individual may get there;*
* *And creativity and creative experience is essential in contributing to the whole person and the community.*

Our programming may include but is not limited to art gallery exhibits, studio space for various artistic processes, and creative educational programming.

**ARTICLE III – BOARD OF DIRECTORS**

**Number of Directors**

The Board of Directors shall have up to eleven (11), but no fewer than three (3), Board members. The number of Board members may be increased beyond eleven (11) members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. The number of board members may not be decreased to less than three (3) as per the laws in the State of Arkansas. The members of the Board shall be the currently elected officers and the immediate past president. A Board member need not be a resident of the State of Arkansas.

**Term of Board Member**

The elected Directors of the Board shall hold office for a term of three (3) years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1-2 additional year(s). After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

Executive Committee term is two (2) years.

Additional Board members shall be elected to stagger Director Terms for continuity of governance.

**Nominations/Vacancies**

Any vacancy occurring on the Board (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the majority vote of the Directors present and voting, a quorum being present, at any regular or special meeting of the Board.

Board Nominations and Board Elections can be held at any time at discretion of board or as any adopted board policy states.

New and renewing Board members shall be approved by a two-thirds majority of those Board members at a Board meeting at which a quorum is present

**Resignations**

Each Board member shall have the right to resign at any time upon written notice thereof to the Secretary of the Board and with written acceptance by the President of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

**Removal**

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director with or without cause at any regular or special meeting, provided that the director to be removed has been notified of the meeting in writing that such action would be considered at the meeting.

**Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of no less than a number equal to two-thirds of the persons seated on the Board of Directors or Board Committee shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

**Compensation**

No compensation shall be paid to Directors for their services as a member of the Board of Directors. The Board shall receive no compensation other than for reasonable expenses.

**Conflict of Interest**

Board Members should make all reasonable attempts not maintain any personal or business interest which conflicts with the purpose of the Organization. If any potential conflict of interest exists, the Director shall disclose fully the nature of the conflict of interest to the Board of Directors and Executive Director. The Board of Directors may remove the Director with a conflict of interest with a majority vote.

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations.

**ARTICLE IV - ADMINISTRATION, EXECUTIVE OFFICIERS, TITLES, DUTIES**

**Officers**

The Officers of the Organization shall be the President, Vice President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors. No two offices may be held by the same person unless the Board of Directors is comprised of too few members, at which time no more than two offices may be held by one member and only in an interim capacity until an additional board member has been seated..

Board Nominations and Board Elections can be held at any time.

**President**

The President shall preside over all meetings of the Board of Directors and Executive Committee.

The President shall keep the Board of Directors informed, shall consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors.

The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board; appoint the members and duties of all standing committees.

**Vice President**

Vice President shall perform the duties of the President during the absence or disability of the Chairperson.

**Secretary:**

The Secretary shall assure that the minutes of all meetings are properly recorded and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format.

The Secretary will serve as a signatory on the checking account(s) of the organization.

**Treasurer:**

The Treasurer shall oversee the accounting records being prepared by the Executive Director of the Organization.

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

**General Powers and Responsibilities**

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Arkansas. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The Board shall decide any matter presented to it by a Director, but need not specifically ratify each management decision or action of the President unless called upon to do so by a Director. The Board will prepare and submit a yearly budget for the organization.

**Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The notice of any special board meeting shall be served upon each Board member via hand delivery, regular mail, email, or fax. Any board member may submit items for consideration on the board meeting agenda.

**Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, or emailed within 14 business days after the close of each Board meeting.

**Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the record of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

**Voting**

Each Board member shall only have one vote.

If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote.

**Proxy**

Board members shall be allowed to vote by written proxy

**Board Member Attendance**

An elected Board Member who is absent from two (2) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed 2 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

**ARTICLE VI – COMMITTEES**

**Committees of Directors**

The Board of Directors may designate one or more committees to exercise all or a portion of the authority of the Board delegated in these bylaws. Each such committee shall consist of one(1) or more directors, and may also include persons who are not on the Board. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

1. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
2. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
3. Fix compensation of the directors serving on the Board or on any committee.
4. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
5. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
6. Appoint any other committees of the Board of Directors or their members.
7. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
8. Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

**Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws. Notice of meetings of committees shall be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records.

**Executive Committee**

The Board may appoint an Executive Committee composed of a minimum of two (2) directors, one of whom shall be the President of the Board and another shall be either the Secretary, or the Treasurer to serve on the Executive Committee of the Board. These Officers shall have full authority to act on behalf of the Board of Directors on day-to-day business affairs. A summary report of the business conducted in any meeting of the Executive Committee shall be recorded in the record.

**STANDARD OF CARE**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall adhere to the adopted policies and procedures outlined in these bylaws and any subsequent adopted board policy.

A director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Organization,
2. Counsel, independent accountants, or other persons, on matters where the person has professional or expert competence; or
3. A committee of the Board upon which the director does not serve, as to matters within its designated authority.

**FISCAL YEAR**

The fiscal year for this Organization shall end on December 31.

**ARTICLE 12 – AMENDMENTS AND REVISONS**

These bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws

**CERTIFICATE OF SECRETARY**

I, , certify that I am the current elected and acting Secretary of the Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on , 2016, and that they have not been amended or modified since the above.

***EXECUTED*** on this day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in the County of Garland in the State of Arkansas.

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(Duly Elected Secretary)