

# Downriver Council for the Arts: Bylaws

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## ARTICLE I: NAME OF ORGANIZATION: OFFICES

**Section 1.** The name of this Corporation shall be the Downriver Council for the Arts, known as the "DCA". The DCA is incorporated in the state of Michigan as a private, not-for-profit organization.

**Section 2.** The registered office of the DCA shall be in the city of Wyandotte, at the address of 81 Chestnut, Wyandotte, MI, 48192, County of Wayne, State of Michigan, or in such other location in the State of Michigan as the board of directors may from time to time determine.

**Section 3.** The DCA may also have offices at such other locations as the board of directors may from time to time determine or the business of the DCA may require.

## ARTICLE II: PURPOSES

**SECTION 1.** The purposes of the DCA are to provide arts-related support and leadership to the Downriver communities as follows:

- Advocate for and promote the arts in the Downriver communities;
- Provide opportunities for involvement and participation in the arts and cultural activities to persons and organizations in the Downriver communities;
- Provide support and services, within the means of the DCA, to individual artists and arts organizations in the Downriver communities;
- Provide support, within the means of the DCA, for arts education in Downriver schools and in the community;
- Provide support, within the means of the DCA, for the economic development of the Downriver communities through the arts.

**SECTION 2.** The DCA shall establish programs, procedures and revenue sources appropriate to fulfilling its purpose while at all times complying with Section 501(c) (3) and related sections of the Internal Revenue Code of 1954, as amended, and in compliance with all laws and regulations that apply to its activities.

## ARTICLE III: DIRECTORS

### Section 1. FUNCTIONS

Except as specifically provided in the DCA's Articles of Incorporation or these bylaws, all rights, powers, duties and responsibilities relative to the management and control of the DCA'S property, activities and affairs are vested in the board of directors.

### Section 2. NUMBER OF DIRECTORS

Not less than 6, nor more than 20 active board directors. The board of directors may also increase or decrease the number of directors at any meeting of the board or by written consent in lieu thereof.

### Section 3. COMPOSITION OF BOARD

The board of directors may include 2 local government and 2 business community representatives and no more than 2 members at large. These representatives will be exempt from term limits and committee participation. The board of directors may also exempt other directors from these requirements when it is deemed to be in the best interest of the DCA to do so.

#### Section 4. TERM OF OFFICE

Non-officer Director's will not have a specific term of office, but rather will serve on the board until they resign. If, however, they have 3 or more missed meetings, without notification, the board has the option to vote on dismissal.

#### Section 5. VACANCIES

A vacancy may be filled by the affirmative vote of a majority of the remaining directors, whether the result of a departure of a director, or an increase in the number of directors.

#### Section 6. REMOVAL

Any director may be removed at any time, with cause, by a vote of at least two-thirds of the directors present at a meeting of the board of directors called specifically for that purpose. (See Article III, Sections 16 and 17 for definition of "cause".) If a director has missed 3 unexcused meetings in a year, their eligibility as a director will be reviewed by the executive committee to determine if they may remain as a director.

#### Section 7. RESIGNATION

A director may resign by written notice to the board of directors. The effective date will be upon its receipt and acceptance into the meeting minutes by the board of directors.

#### Section 8. LOCATION OF MEETINGS

Regular or special meetings may be held at any location determined by the board of directors.

#### Section 9. REGULAR MEETINGS OF THE BOARD

Regular meetings are scheduled monthly at a predetermined time and date. Directors may be notified 7 days prior to regular meetings, by phone or email. If the time and date of a meeting is announced at a previous meeting, this constitutes notification of the next meeting. The directors may make a determination whether to hold monthly meetings in July and August.

Annual meetings will be held in December at a time and date selected at the October board meeting of the directors. A different time and date may be selected from time to time by the board of directors.

Elections of officers will be held at the annual meeting.

#### Section 10. SPECIAL MEETINGS OF THE BOARD

Special meetings may be called at any time by the President. Each Director shall be given no less than 24 hours notice prior to the special meeting. Meetings may also be called by the secretary within 10 days of a written request by any two Directors.

#### Section 11. COMMITTEES OF DIRECTORS

Executive committee shall be comprised of the president, vice president, secretary and treasurer. It may also include past president and one member at large, if deemed necessary or beneficial by a majority of the board. This committee shall exercise, to the extent prescribed by the board of directors, the functions of the board of directors when it is not in session. All actions of the executive committee shall be reported to the full board of directors. The executive committee shall be charged with oversight and direction of any and all staff employed by the DCA, and the day-to-day operations of the DCA's offices and affairs. The executive committee shall establish review guidelines for all employees, to be performed annually. The executive committee shall also be charged with the coordination of, and communication between, all other committees, that the board has established. The executive committee shall meet as necessary and

engage in such activities as may be required to fulfill its obligations under these by-laws. They will meet a minimum of 10 times per fiscal year.

#### NOMINATING COMMITTEE

A nominating committee shall consist of not less than 2 nor more than 3 directors selected from the board of directors. These may be selections or volunteers. The appointment should be no later than 90 days prior to the annual meeting of the board of directors. They shall have the duty to interview and nominate those persons who are best suited to be members of the board of directors in order to accomplish the objectives of the DCA as stated herein. It shall also be the duty of the nominating committee to nominate officers to direct the DCA toward these objectives. The nominating committee shall meet as necessary and engage in such activities as may be required to fulfill its obligations under these bylaws, and shall report on its activities to the executive committee and the general board. All directors of the board shall be charged with locating new prospective board members.

The nominating committee shall be a one-year appointment, commencing the 1st meeting in each new fiscal year.

#### SPECIAL COMMITTEES

The board of directors may create any special committees that it believes will aid in accomplishing the goals set forth herein for the DCA. They may also dissolve such committees. Special committees shall not exercise the powers and authority of the board of directors but shall have such duties and powers as the board of directors may prescribe.

### Section 13. COMMITTEES, COMPOSITION, POWER AND AUTHORITY

#### COMPOSITION

At least one or more directors should be on any special committee established by the board of directors. The remainder of the committee may be comprised of volunteers, honorary directors, members, or such other persons as the directors on the committee may determine. The chair of the committee will be determined by the director members of the committee. If there is an absence or disqualification of a member of the committee, the remaining members of the committee may request another board member or members to act in place of the absent or disqualified member. Each such committee, and each member thereof, shall be guided by board directives.

#### POWER AND AUTHORITY

Any committee can exercise only the powers provided by these bylaws or those granted by board resolution. Each committee shall establish policies and procedures to govern its activities that fall within the subject matter that the committee has jurisdiction.

### Section 14. QUORUM

At all meetings of the board of directors or of a committee thereof, a majority (51%) of the directors then in office, constitutes a quorum, for the transaction of business. The vote of a majority of the members present at a meeting at which a quorum is present constitutes action.

Amendment of these bylaws by the board of directors requires the vote of not less than a majority of the members of the board then in office.

If a quorum is not present, the directors present may adjourn the meeting until a quorum is present at a future meeting. Members present by electronic device, may be considered as present.

### Section 15. ACTION BY WRITTEN CONSENT

Unscheduled action, required or permitted, may be taken with the consent of all the members of the board or of the committee in writing. The written consent shall be filed with the minutes of the next meeting. The written consent has the same effect as a vote for all purposes. Writings may be electronically generated.

## Section 16. REQUIRED CONTRIBUTIONS

Each person who agrees to serve as a director of the DCA, undertakes to contribute financially to the DCA. Each board member shall pay a \$100 board fee, once a year, that is over and above their annual membership in the DCA.

The board may recognize the value of in-kind contributions or other financial support.

A director who fails to comply, may be removed for cause or may not be re-elected for an additional term.

## Section 17. REQUIRED PARTICIPATION

Each person who agrees to serve as a director of the DCA, by so agreeing, undertakes to accept an active membership of at least one standing committee for each fiscal year. This means fully participating in the work of the committee, including regular attendance and performance of tasks and duties. A director who fails to comply may be removed for cause or may not be reelected for an additional term.

# ARTICLE IV: NOTICES

## Section 1. NOTICE

Whenever any notice or communication is required to be given to any director, it shall be given in writing at the address designated by him or her for that purpose. The mailing shall be registered, certified, or first-class mail except where otherwise provided. Written notice may be given in person or by electronic mail. The business to be transacted at, or the purpose of, a regular or special meeting of the board must be specified in the notice of the meeting.

## Section 2. WAIVER OF NOTICE

The right of notice and participation may be waived by submission of a signed waiver.

Attendance of a director constitutes a waiver of notice, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

# ARTICLE V: OFFICERS

## Section 1. SELECTION

At the regular annual meeting in each even numbered year, the board of directors shall elect or appoint the officers of the board. A president, vice president, secretary, and a treasurer. Other officers, employees and agents, as deemed necessary may also be appointed or elected with duties and powers as determined by the board.

Two or more offices may be held by the same person, but the same director cannot execute, acknowledge or verify the same instrument twice and is still only entitled to one vote.

## Section 2. TERM, REMOVAL, VACANCIES

Each officer shall hold office until the conclusion of the second regular annual meeting after the meeting in which he or she was elected or appointed, or until the successor is elected or appointed or his or her resignation or removal. After 2 consecutive terms an officer should have a one-year hiatus to be eligible for another term, unless a majority of directors vote to forgo this stipulation.

An officer can be removed by the board with or without cause at any time. An officer can resign by written notice to the board. The resignation is effective upon its receipt by the board or as specified in the notice of resignation. Any vacancy shall be filled by the board.

### Section 3. PRESIDENT

The president shall prepare the agendas for and preside over all meetings of the board of directors and of the executive committee. The president shall, in general, perform all duties incident to the office of president of a nonprofit corporation, except as such duties may be modified, limited or prescribed by the board of directors.

### Section 4. VICE PRESIDENT

The vice president shall perform the duties and exercise the powers of the president during the absence or disability of the president. They shall perform any other duties delegated by the president or the executive committee.

### Section 5. SECRETARY

The secretary shall attend all meetings of the board of directors and of the executive committee, shall preserve true minutes and shall deliver copies of such minutes to each director within a week of each meeting.

He or she shall safely keep in their presence the seal of the DCA, if any, and to affix the same to all instruments where required.

He or she shall give all notices required.

He or she shall perform such other duties as may be delegated to them by the board, the executive committee or the president.

### Section 6. TREASURER

The treasurer shall have custody of all corporate funds and any securities and shall keep the books belonging to the DCA of all receipts and disbursements.

He or she shall deposit all moneys, securities and other valuable effects.

He or she may disburse the funds as may be ordered, taking proper vouchers and shall report an account of all transactions whenever requested.

He or she may perform other duties delegated to him or her by the board or president.

## ARTICLE VI: INDEMNIFICATION

### SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES

The DCA shall, to the fullest extent authorized or permitted by applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the DCA, by reason of the fact that he or she is or was a director, officer, employee, or agent of the DCA, or is or was serving at the request of the DCA as a director, officer, partner, trustee, employee, or agent of another foreign or domestic DCA, business DCA, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the DCA, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and

in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the DCA, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

## SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BROUGHT BY OR IN THE RIGHT OF THE DCA

The DCA shall, to the fullest extent authorize or permit by applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the DCA to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, or agent of the DCA, or is or was serving at the request of the DCA as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business entity, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement.

## SECTION 3. ACTIONS BROUGHT BY THE INDEMNITEE

Notwithstanding the provisions of Sections 1 and 2 of this Article, the DCA shall not indemnify an Indemnitee in connection with any action, suit, proceeding, or claim (or part thereof) brought or made by such Indemnitee, unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the board of directors of the DCA, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding, or claim (or part thereof).

## SECTION 4. APPROVAL OF INDEMNIFICATION

An indemnification under Sections 1 or 2 of this Article, unless ordered by a court, shall be made by the DCA only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. This determination shall be made promptly in any of the following ways

By a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding.

If the quorum described in subdivision (4) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

By independent legal counsel in a written opinion.

## SECTION 5. ADVANCEMENT OF EXPENSES

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article shall be paid by the DCA in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the DCA. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

## SECTION 6. PARTIAL INDEMNIFICATION

If an Indemnitee is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the DCA shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

## SECTION 7. INDEMNIFICATION OF EMPLOYEES AND AGENTS

Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the DCA, or is or was serving at the request of the DCA as a trustee, director, officer, employee, or agent of another foreign or domestic corporation, business entity, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the DCA to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of directors.

## SECTION 8. OTHER RIGHTS OF INDEMNIFICATION

The indemnification or advancement of expenses provided under Sections 1 to 7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 to 7 of this Article continues as to a person who ceases to be a trustee, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

## SECTION 9. LIABILITY INSURANCE

The DCA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the DCA, or is or was serving at the request of the DCA as a trustee, director, officer, employee, or agent of another corporation, business entity, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the DCA would have the power to indemnify the person against such liability under applicable law.

## SECTION 10. CONTRACT WITH THE DCA

The right to indemnification conferred in this Article shall be deemed to be a contract between the DCA and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any relevant law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the DCA shall give written notice thereof to the directors and officers, and any such repeal or modification shall not be effective for a period of 60 days after such notice is delivered.

## SECTION 11. APPLICATION TO A RESULTING OR SURVIVING DCA OR CONSTITUENT DCA

The definition for "Corporation" found in applicable law, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the DCA set forth in this Article shall be binding upon any resulting or surviving entity after any merger or consolidation of the DCA. Notwithstanding anything to the contrary contained herein or in applicable law, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director, officer, partner, trustee, employee, or agent of another entity prior to such other entity entering into a merger or consolidation with the DCA.

## SECTION 12. SEVERABILITY

Each and every paragraph, sentence, term, and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term, or provision to be invalid or unenforceable, the validity and



enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

## ARTICLE VII: BOARDS OF ADVISORS

SECTION 1. The DCA may, at its discretion, create additional Boards of Advisors.

SECTION 2. The board of directors may create or charge an existing committee with the responsibility for administering these boards and setting policies and procedures for their activities.

## ARTICLE VIII: EXECUTIVE PERSONNEL

The board of directors shall be empowered to employ such executive staff as is deemed necessary to carry out the purposes and manage the activities of the DCA. Such staff shall have demonstrated expertise, experience or education in arts-related community service programming, management of non-profits, fundraising and corporate development. Terms and conditions of employment for such staff shall be set by the executive committee and approved by the board of directors. Subject to approval by the board of directors, the executive committee shall establish qualifications for staff positions, develop and implement the necessary job descriptions, personnel policies, and other rules and procedures, including annual performance reviews for management of the staff.

## ARTICLE IX: GENERAL PROVISIONS

### SECTION 1. CHECKS

All checks, drafts, and orders for the payment of money shall be signed in the name of the DCA in such manner and by such officer or officers or such other person or persons as the board of directors shall from time to time designate for that purpose.

### SECTION 2. CONTRACTS, CONVEYANCES, ETC.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president or any vice president, and the secretary or any assistant secretary, may execute the same in the name and on behalf of the DCA and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the DCA.

### SECTION 3. CORPORATE BOOKS AND RECORDS.

The DCA shall keep books and records of account and minutes of the proceedings of its board of directors and executive committee. Any of the books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The DCA shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

### SECTION 4. FISCAL YEAR

The fiscal year of the DCA shall begin on the first day of January and end on the last day of December in the then current year.

### SECTION 5. SEAL

If the DCA has a corporate seal, it shall have inscribed thereon the name of the DCA and the words "Corporate Seal" and "Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.



## ARTICLE X: COMPENSATION

No officer or director shall be compensated for his or her services to the DCA in his or her capacity as an officer or director.

## ARTICLE XI: NON-BUDGETED EXPENDITURES

All non-budgeted expenditures in excess of \$250.00 must be approved by the executive committee. The amount set forth herein may be changed from time to time by the board of directors.

## ARTICLE XII: EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the DCA shall take any action or carry on any activity by or on behalf of the DCA not permitted to be taken or carried on (a) by an organization which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"), and which is exempt from federal income tax under Section 501 (a) of the Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE XIII: RULES OF ORDER

The then current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by applicable law, the Articles of Incorporation or these bylaws. A merely technical violation of Robert's Rules of Order shall not nullify a decision of the board of directors unless the board of directors shall determine otherwise.

## ARTICLE XIV: DISSOLUTION

Upon dissolution of the DCA, its assets shall be disposed of pursuant to any agreements regarding such assets, and in accordance with all applicable laws and regulations affecting nonprofit corporations operating under 501(c) (3) status under the Internal Revenue Code.

## ARTICLE XV: AMENDMENTS

The board of directors may amend or repeal these bylaws or adopt new bylaws by the affirmative vote of a majority of the directors then in office at any regular or special meeting of the board of directors. Notice of such meeting shall be made to the directors as provided in these bylaws for such meetings, and shall contain notice of the proposed amendment, repeal, or new bylaws.

ADOPTED: 1978

AMENDED: NOVEMBER 2022

REVIEWED: APRIL 2024