

BY-LAWS
OF
LAWRENCE COUNTY ARTS COUNCIL
A Not-for-Profit Corporation

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ARTICLE I

Governing Laws

- 1.01 These By-Laws constitute the code of rules adopted by LAWRENCE COUNTY ARTS COUNCIL for regulation and management of its affairs.
- 1.02 This corporation will have the purpose or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the General Not-For-Profit Corporation Act of the State of Illinois, or any successor legislation.

The primary purpose of this corporation is to foster arts by coordination, information and common services to individuals or organizations engaged in cultural activities, by sponsoring or presenting cultural performances, by providing an opportunity for interested individuals to be a part of the cultural activities sponsored by the Council, by stimulating latent community interest, or by sponsoring exhibitions of the arts and crafts.

No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no director of officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE II

Officers and Agency

- 2.01 The principal office of this corporation in Illinois will be located at such place as the Board of Directors from time to time may designate by resolution. In addition, the corporation may maintain other offices either within or without the State of Illinois, as its business requires.
- 2.02 The registered office of the corporation may, but need not be the same as the principal office. The address of the registered office will be identical with the office of the registered agent. Such office will be continuously maintained within the State of Illinois for the duration of this corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office.
- 2.03 The registered agent of this corporation may be either an individual, resident in the State of Illinois, or a domestic or foreign corporation, authorized to act as such agent. Such an agent will be continuously maintained by this corporation in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent become disqualified or incapacitated to act, or if the corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution. The new appointment will be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State's office. Such registered agent will be recognized as an agent of this corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.
- 2.04 The corporation will not recognize the resignation of any registered agent appointed by it unless it receives a copy of such agent's resignation as sent to the Secretary of State, such copy to be sent to the corporation by registered or certified mail, addressed to the principal office of the corporation as it is known to such agent, and directed to the attention of the Secretary, such copy to be sent within 5 days after the date of filing the statement with the Secretary of State; and such statement of resignation will be acceptable only if it disclosed the effective date of resignation to be not less than 60 days nor more than 90 days after the date of such filings.

ARTICLE III

Membership

- 3.01 The members of the corporation are those persons having membership rights in accordance with the provisions of the Articles of Incorporation and these By-Laws.
- 3.02 This corporation will have three classes of membership which are designated as: patron, sponsor, and benefactor.
- AMENDED 01-11-2011: This Corporation will have four classes of membership which are designated as: patron, sponsor, benefactor, and corporate (gifts in kind).
- 3.03 The annual dues payable to the corporation by members of each class will be in such amounts as determined from time to time by resolution of the Board of Directors. Membership year will be designated as January 1 to December 31. Annual dues will be payable and submitted in full with the application for membership at any time during the year.
- 3.04 Meetings of the membership will be held at such place within or without the State of Illinois as provided by resolution of the Board of Directors.
- 3.05 Each member regardless of class of membership will be entitled to one vote on each matter submitted to a vote of the members.
- 3.06 Cumulative voting rights for the election of directors will not be allowed.
- 3.07 A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy will be recognized as valid after 11 months from the date of its execution unless expressly provided otherwise in the proxy.
- 3.08 Number of percentage of members entitled to vote represented in person or by proxy which constitutes a quorum at a meeting of members will be 10% of the members. The vote of a majority of the votes entitled to be cast by members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by the general not-for-profit corporation act, the Articles of Incorporation of the corporation, or any provisions of these By-Laws.
- 3.09 Membership of this corporation is non-transferable and non-assignable.

ARTICLE IV

Directors

- 4.01 The Board of Directors is that group of persons vested with the management of the affairs of the corporation.
- 4.02 The Board of Directors of this corporation will constitute a single class.
- 4.03 The qualifications for becoming and remaining a director of this corporation are as follows:
1. Directors must be residents of the State of Illinois;
 2. Directors must be members of this corporation.
- 4.04 The number of directors of this corporation will not be fewer than three at any time. Until further amendment of these By-Laws the number of directors presently will be twelve. In the event of death, disability, resignation or removal of a director, a successor shall be promptly elected by majority vote of the remaining directors, and such director shall serve out the unexpired term.
- AMENDED 01-08-2005: The number of directors of this corporation will not be fewer than three at any time. Until further amendment of these By-Laws the number of directors presently will be fourteen. In the event of death, disability, resignation or removal of a director, a successor shall be promptly elected by majority vote of the remaining directors, and such director shall serve out the unexpired term.
- AMENDED 01-07-17: The number of directors of this corporation will not be fewer than three at any time. Until further amendment of these By-Laws the number of directors presently will be fifteen. In the event of death, disability, resignation or removal of a director, a successor shall be promptly elected by majority vote of the remaining directors, and such director shall serve out the unexpired term.
- 4.05 Directors will be elected for a term of three years except that in the first year of organization four Directors shall serve for one year, four of the Directors for two years, and four of the Directors for three years. Their terms to be randomly selected. All Directors of the corporation shall be elected by the members at the annual organization meeting, which shall be held immediately preceding the first regular meeting of the Board of Directors each year, at a time and place to be specified by the Board. Any

elected Director may be removed for cause by a majority vote of the members of the Board, notice of such contemplated action having been given at a previous meeting. The resignation of a Director for any cause may be accepted by majority vote of the Board.

- 4.06 There shall be regular meetings of the Board of Directors as established by the Board at the annual organizational meeting. Directors shall be notified in writing in advance of the dates and location for each of these meetings.

AMENDED 01-11-2011: There shall be regular meetings of the Board of Directors as established by the Board at the annual organizational meeting. Directors shall be notified in writing or by electronic means one week in advance of the dates and location for each of these meetings. Each director shall be present at at least 8 of all regularly scheduled Board meetings unless excused by the President for good cause. Board members unable to attend a meeting shall notify the President at least forty-eight (48) hours prior to the meeting when possible.

- 4.07 Special meetings of the Board of Directors may be called by the President, the Vice-President, or three or more members of the Board. Written notice of these meetings shall be sent to all board members at least five days in advance of the meeting and shall state the purpose of the special meeting.

AMENDED 01-11-2011: Special meetings of the Board of Directors may be called by the President, the Vice-President, or three or more members of the Board. Written notice, in writing or by electronic means, of these meetings shall be sent to all board members at least five days in advance of the meeting and shall state the purpose of the special meeting.

- 4.08 A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the general not-for-profit corporation act, the Articles of Incorporation of the corporation, or any provision of these By-Laws.

ARTICLE V

Officers

- 5.01: The officers of this corporation will consist of the following personnel:
1. A President
 2. A Vice-President
 3. A Secretary
 4. A Treasurer
- 5.02: Each of the officers of this corporation will be elected annually at the Annual Meeting of the LCAC general membership in the month of January. All officers are to be elected from the Board of Directors by the general membership attending the annual meeting. Each officer will remain in office until a successor to such office has been selected, qualified, and voted into a Board position. An officer may only be elected through an act of the Board of Directors.
- 5.03: In any election of the officers, the Board of Directors may elect and appoint a single person to any two or more officer simultaneously, except that separate individuals must hold the offices of President and Secretary.
- 5.04: The President will be the chief executive officer of this corporation and will, subject to control of the Board of Directors or directional committees, supervise and control the affairs of the corporation. The President will perform all duties incident to such office and such other duties as may be provided by these By-Laws or as may be prescribed from time to time by the Board of Directors.
- 5.05: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform other duties as may be prescribed from time to time by the Board of Directors.
- 5.06: The Secretary will keep and approve minutes of all meetings of members and of the Board of Directors, will be custodian of the corporate records, assume duties as membership chairman, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time by the Board of Directors.

AMENDED 01-11-2011: The Secretary will keep and approve minutes of all meetings of members and of the Board of Directors, will be custodian of the corporate records, and

generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time by the Board of Directors.

- 5.07 The Treasurer will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the Directors and to the members as is required by the Board of Directors or members, and will perform in general all duties as may be required by the law, by the Articles of Incorporation or by these By-Laws, or which may be assigned from time to time by the Board of Directors.
- 5.08 Any officer elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint such officers whenever in their judgment the best interest of this corporation will be served. However, such removal will be without prejudice to any contract rights of the officer so removed.

ARTICLE VI

Informal Action

- 6.01 Whenever any notice whatever is required to be given under the provision of the General Not-For-Profit Corporation Act, the Articles of Incorporation of this corporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.
- 6.02 Any action required by law or under the Articles of Incorporation of this corporation or these By-Laws, or any action which otherwise may be taken at a meeting of either the members or the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all the persons entitled to vote with respect to the subject matter of such consent. Such consent will have the same force and effect as a unanimous vote.

AMENDED 01-11-2011: Addition of 6.03

- 6.03 If Board action or decision is needed at a time when a meeting would be impractical, notification and voting may be had by electronic means, provided that notification is made to all Board members and a matter shall be adopted only if a majority of all Board members vote in support.

ARTICLE VII

Committees

- 7.01 The President, from time to time, may designate and appoint certain functionary committees, made up of members of the corporation, with at least one member of the Board of Directors on each such committee, designed to transact certain ministerial business of the corporation or to advise the Board of Directors. Such committees will be chaired by an officer or director as designated by the President. The Board may approve or terminate any such committee by resolution.

AMENDED 01-11-2011: The President, from time to time, may designate and appoint certain functionary committees, made up of members of the corporation, designed to transact certain ministerial business of the corporation or to advise the Board of Directors. Such committees will be chaired by a person designated by the Board of Directors or by the members. The Board may approve or terminate any such committee by resolution.

- 7.02 The corporation will have the following standing functionary committees, each of which will be chaired by a director or officer as designated by the Board of Directors on the recommendation of the President and may consist of any other members of personnel of the corporation appointed by the Board of Directors.

Visual Arts Committee
Publicity Committee
Theatre/Drama Committee
Grass Roots Cultural Enrichment Committee

AMENDED 01-11-2011: The Corporation will have the following standing functionary committees, each of which will be chaired by a director or officer as designated by the Board of Directors on the recommendation of the President and may consist of any other members of personnel of the corporation appointed by the Board of Directors.

Visual Arts Committee
Publicity Committee
Performing Art Committee
Grass Roots Cultural Enrichment Committee
Membership Committee

AMENDED 11-15-2015:

7.02: The Corporation will have the following standing committees, each of which will be chaired by a director, officer, or corporation member as designated by the Board of Directors on the recommendation of the President and may consist of any other members of personnel of the corporation appointed by the Board of Directors.

Visual Arts Committee
Publicity Committee
Performing Art Committee
Grass Roots Cultural Enrichment Committee
Membership Committee

AMENDED 1-25-20:

7.02: The Corporation will have the following standing committees, each of which will be chaired by a director, officer, or corporation member as designated by the Board of Directors on the recommendation of the President and may consist of any other members of personnel of the corporation appointed by the Board of Directors.

Visual Arts Committee
Publicity Committee
Performing Arts Committee
Grass Roots Cultural Enrichment Committee
Membership Committee
Long Term Building Solution Committee

AMENDED 1-8-22

7.02: the Corporation will have the following standing committees, each of which will be chaired by a director, officer, or corporation member as designated by the Board of Directors on the recommendation of the President and may consist of any other members of personnel of the corporation appointed by the Board of Directors.

Visual Arts Committee
Publicity Committee
Performing Arts Committee
Grass Roots Cultural Enrichment Committee
Membership Committee
Storage Committee
Tech Committee

7.03: The Chairs of the following committees shall be appointed by the outgoing President, subject to the approval of the incoming president, for the upcoming year and approved at the Annual Meeting of the Members. Committee members of the following committees shall be submitted by the Chairs for approval by the Board of Directors at the February meeting. Committee members shall be members of the corporation.

The Visual Arts Committee shall make recommendations to the Board of Directors for events to be produced by the corporation in the area of visual arts or to assist with other visual arts events in Lawrence County.

The Publicity Committee shall consist of a graphic arts chair and a publicity chair that will coordinate all publicity involved in any productions (visual, performing, outreach) and communications of the corporation.

The Performing Arts Committee (PAC) shall oversee all performances of the corporation (as of January 2016 consists of a musical, a non-musical comedy or drama, and Kid's Theatre Workshop yearly). The PAC will submit a first and second choice for each performing event to the B of D for approval, along with the suggested venue.

The Grass Roots Cultural Enrichment Committee shall promote the Arts in the local schools as well as oversee the scholarships offered each year to graduating seniors from the county high schools.

The Membership committee shall oversee membership rolls as well as promote new memberships.

(Amended 1-25-20) The Long Term Building Solution committee (LTBS) shall explore the option of purchasing or building a combination theatre/storage facility. The committee will oversee a fundraising drive toward financing this project. (Amended 1/8/22: this committee was discontinued)

The storage committee will oversee the storage facility.

The tech committee will oversee all performance tech, making recommendations for new purchases as needed.

ARTICLE VIII

Operations

- 8.01 The fiscal year of this corporation will be January 1 to December 31.
- 8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of this corporation will be signed by authorized personnel. Contracts, leases, or other instruments executed in the name of or on behalf of the corporation will be signed by the acting Committee Chairman and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
- 8.03 This corporation will keep correct and complete books and records of account, and will also keep minutes of its members and Board of Directors. The corporation will keep at its principal office a record giving the names and addresses of its members entitled to vote.
- 8.04 All books and records of this corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.
- 8.05 This corporation will not have or issue shares of stock. No dividend will be paid, no part of the income of this corporation will be distributed to its members, directors, or officers. However, this corporation may pay compensation in a reasonable amount to members, officers, or directors for services rendered.
- 8.06 This corporation will make no loans to any of its directors or officers or to any of its key management, personnel or members.
- 8.07 Deposits of corporation funds may be made in either savings or checking accounts, as the Treasurer may consider advisable. Checks shall be signed by the Treasurer and one other officer of the corporation.
- AMENDED 01-11-2011: Deposits of corporation funds may be made in either savings or checking accounts, as the Treasurer may consider advisable. Checks shall be signed by the Treasurer and one other officer of the corporation for amounts over \$500.
- 8.08 The Treasurer when directed by the Board, shall purchase securities or sell securities owned by the corporation and deposit the proceeds as provided in these By-Laws. Stock powers for the transfer of securities shall be sufficient if signed by the Treasurer with the

authority of the Board of Directors. Available amounts in the checking and savings accounts shall be invested from time to time by the Treasurer, as directed by the Board. Investments shall be made with due regard to proper diversification and safety of principal.

- 8.09 All actions of the meetings of membership shall be governed by Robert's Rules of Order, as amended.
- 8.10 (AMENDED/ADDED 1-8-22) Anything in the budget may be spent by the person/persons in charge of that budget line designation without board approval with the exception of major purchases, which must be approved by the full board.

ARTICLE IX

Liability

- 9.01 The directors and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for payment of such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due and payable to them from the corporation.

ARTICLE X

Amendment

- 10.01 The power to alter, or repeal these By-Laws, or to adopt new By-Laws, is vested in the Board of Directors. A majority vote of the Board is necessary to amend.

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE OF 9
IN FAVOR TO 0 AGAINST ON 14TH DAY OF APRIL, 2002 AT LAWRENCEVILLE,
ILLINOIS

DIRECTORS APPROVING:

Cynthia Hays-Morris

Julia LaRoche-New

Bryce Waggoner

Robin LeGrand

Brian Butterbaugh

Judy Phipps

Beth Jennings

Nancy Lawless

Rachel Tewell

DIRECTORS NOT PRESENT:

Ed Loeb

Dave Weger

Freda Neal

DIRECTORS DISSENTING:

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE OF 7
IN FAVOR TO 0 AGAINST ON 8TH DAY OF JANUARY, 2005 AT THE ANNUAL
MEETING OF THE MEMBERS.

DIRECTORS APPROVING:

Daniel Shinkle
Julia LaRoche-New
Dann Norton
Bryce Waggoner
Eliza Nelson
Ed Loeb
Cynthia Hays-Morris

DIRECTORS NOT PRESENT:

Brian Butterbaugh
Nancy Lawless
Robin LeGrand
Rachel Tewell
David Weger

DIRECTORS DISSENTING:

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE OF
8 IN FAVOR TO 0 AGAINST ON THE 11TH DAY OF JANUARY, 2011, AT THE
ANNUAL MEETING OF THE MEMBERS HELD IN LAWRENCEVILLE, ILLINOIS.

DIRECTORS APPROVING:

Chris Ash

David Ellis

Cynthia Hays-Morris

Nancy Lawless

Jan Loeb

Dann Norton

Maria Rayborn

Karen Warner

DIRECTORS NOT PRESENT:

Becky Albright

Ed Brumley

Robert Hopkins

Bill Lindsey

Daniel Shinkle

DIRECTORS DISSENTING:

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE OF 11 IN FAVOR TO
0 AGAINST ON THE 15TH DAY OF NOVEMBER, 2015, AT THE NOVEMBER MEETING OF
THE BOARD OF DIRECTORS HELD IN LAWRENCEVILLE, ILLINOIS.

DIRECTORS APPROVING:

John Clark

Maria Rayborn

Cyndi Hays-Morris

Ed Brumley

Jo Rankin

Rob Hopkins

Chris Ash

Pam Nolan

Sam Mikeworth

Ann Atkins

Jordan Feutz

DIRECTORS NOT PRESENT:

Jan Loeb

Karen Warner

DIRECTORS DISSENTING:

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE
OF 13 IN FAVOR TO 0 ON THE 7TH DAY OF JANUARY, 2017, AT
THE ANNUAL MEETING OF THE MEMBERS HELD IN ST. FRANCISVILLE, IL

DIRECTOR'S APPROVING

John Clark
Maria Rayborn
Cyndi Hays-Morris
Ed Brumley
Jo Rankin
Pam Nolan
Jan Loeb
Rob Hopkins
Karen Warner
Ann Atkins
Julie New
Sam Mikeworth
Rachel Tewell

DIRECTOR'S NOT PRESENT

Jordan Feutz

DIRECTOR'S DISSENTING

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE
OF 15 IN FAVOR TO 0 ON THE 25TH DAY OF JANUARY, 2020, AT
THE ANNUAL MEETING OF THE MEMBERS HELD IN ST. FRANCISVILLE, IL

DIRECTOR'S APPROVING

John Clark
Maria Rayborn
Cyndi Hays-Morris
Kyle Davis
Amber Akers
Ann Atkins
Dave Atkins
Heather Clark
Jamie Cox
Rob Hopkins
Julie LaRoche-New
Sam Mikeworth
Jo Rankin-Evans
Rachel Tewell
Karen Warner

DIRECTOR'S DISSENTING

None

DIRECTORS'S NOT PRESENT

None

ADOPTED BY THE BOARD OF DIRECTORS BY RESOLUTION AND VOTE
OF 13 IN FAVOR TO 0 ON THE 8TH DAY OF JANUARY, 2022, AT
THE ANNUAL MEETING OF THE MEMBERS HELD IN LAWRENCEVILLE, IL

DIRECTOR'S APPROVING

Amber Anderson
Ann Atkins
Dave Atkins
Heather Clark
John Clark
Jamie Cox
Kyle Davis
Cynthia Hays-Morris
Robert Hopkins
Julie LaRoche-New
Jan Loeb
Jo Rankin-Evans
Karen Warner

DIRECTOR'S DISSENTING

None

DIRECTOR'S ABSENT

Sam Mikeworth
Rachel Tewell