

LANSING ART GALLERY

119 N. Washington Sq.
Lansing, Michigan 48933

BY-LAWS

These by-laws are intended to supersede and replace any constitution as well as earlier by-laws in force and effect at the time of adoption of this document.

These by-laws were adopted at the Board of Directors meeting April 25, 1996 and were amended in:

May 1996

June 1997

August 2003

March 2007

September 2011

Lansing Art Gallery, Inc.
By-laws

ARTICLE I. NAME AND PURPOSE; MISSION STATEMENT

Section 1. Name.

The name of this organization is Lansing Art Gallery, Inc. (the "Gallery").

Section 2. Purpose.

The purpose for which the Gallery is organized are:

- a. To operate exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code");
- b. To promote and develop the visual arts in the metropolitan Lansing area and environs to increase in the community an awareness, understanding and appreciation of arts forms including, but not limited to, painting, sculpture, architecture, ceramics, graphics and photography;
- c. To carry out its purpose by: maintaining a Gallery open to the public; offering educational resources; exhibiting works of member and non-member artists in every medium; renting and selling art works and sponsoring other programs and functions as determined by the Board of Directors; and
- d. To solicit, collect and otherwise raise money for such purposes, and to expend, contribute, and otherwise dispose of money for such purposes, and to carry out any lawful activity in furtherance of such purposes as permitted by law.

Section 3. Mission Statement.

The Lansing Art Gallery promotes the visual arts and enriches public awareness, understanding and enjoyment of the visual arts through the support of Michigan art and artists.

Section 4. Limitations.

No part of the net earnings of the Gallery shall inure to the benefit of, or be distributable to its members, officers or other private persons, as prohibited by Section 501(c)(3) of the Code;

b. The Gallery shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIP; FISCAL YEAR

Section 1. Members.

An individual, family or company may become a member of the Gallery upon payment of annual dues as designated by the Board.

Section 2. Vote.

Each paid membership is entitled to one vote.

Section 3. Fiscal Year.

The fiscal year of the Gallery shall be July 1 through June 30.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties; Number.

The business, property and affairs of the Gallery shall be managed by a Board of Directors (collectively, the "Board"; individually, a "Director") consisting of at least twelve (12) Directors.

Section 2. Term of Appointment.

Directors will serve for a term of three (3) consecutive years. The first year of term shall run from the date of election to the Board until the end of the current fiscal year of the Gallery. Directors shall generally serve no more than two (2) consecutive three-year terms; however, Directors may be elected to additional terms.

Section 3. Responsibilities.

Each Director shall:

- a. Be a member in good standing of the Gallery;
- b. Raise or contribute an annual financial commitment in an amount to be established by the Board;
- c. Serve on committees of the Board;
- d. Attend meetings;
- e. Attend Gallery events on a regular basis;
- f. Actively advocate and promote community support of the Gallery and the recruitment of members;
- g. Participate in fund raising activities and solicitations of funds to ensure adequate financial resources; and

h. Attend annual Board orientation.

Section 4. Regular Meetings.

The Board shall meet regularly to conduct the business of the Gallery. Written notice shall be given to the Directors at least five (5) days prior to the date of the meeting.

Section 5. Special Meetings.

Special meetings of the Board may be called at the request of the President or any five (5) Directors upon notice to the Directors at least one (1) day prior to the special meeting. Notice shall be delivered either personally, by telephone or by mail to each Director.

Section 6. Quorum.

A quorum for any Board meeting shall consist of one-third of the current Board members, or five Board members, whichever is less, so long as one Officer is present.

Section 7. Vacancy.

The Board shall have the power to fill vacancies on the Board. Any vacancy, when filled, shall be filled by the Board Development Committee with the approval of the Board.

Section 8. Attendance.

It is important that Directors attend Board meetings regularly. If any Director is absent from three consecutive Board meetings, his/her seat will be declared vacant at the next regular Board meeting unless the Board votes, prior to the declaration of vacancy, to approve that Director's written request for an exception to this provision.

Section 9. Compensation of Directors.

Directors shall serve without salary, but the Board may authorize the payment of reasonable expenses or per diem incurred by Directors in the performance of their duties. The Board may also authorize reasonable compensation for special services rendered by any Director. A Director shall abstain from voting on any question of expense payments, per diem or compensation for him/herself. Except as provided in this section, no officer or Director shall receive any salary or compensation directly or indirectly from the Gallery.

Section 10. Powers; Scope of Authority.

The Board shall have and exercise all the usual powers of Directors of a business corporation. The Board shall direct the affairs of the Gallery and shall have the power

to hire the Executive Director of the Gallery, set Gallery policies, interpret the programs of the Gallery to the community, maintain the financial integrity of the Gallery and ensure adequate financial resources for the Gallery. The Board shall have the power to borrow money and issue notes of the Gallery for repayment thereof. The Board may make rules and regulations which it deems necessary or proper for the governing of its property, not inconsistent with its Articles of Incorporation and these by-laws.

Section 11. Voting.

Each Director is entitled to one vote. No proxies are allowed.

Section 12. Advisory Board

Upon resignation or retirement from the Board of Directors, a former Director may be elected as an Advisory Board member to the Board of Directors. An Advisory Board member shall not be a member of the Board of Directors, but may receive notice of all meeting of the Board of Directors, Board agendas, Board packages of information and Board minutes, and may attend and participate in the discussion of issues appearing before the Board, but shall not have the right to vote on any issue as a Board member. An Advisory Board member may resign from the Advisory Board by sending a written notice of such resignation to the Gallery, and may be removed as an Advisory Board member by vote of the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Officers.

The Officers shall be President, Vice President, Secretary and Treasurer.

Section 2. Election; Term.

Officers shall be elected for a term of one year. The term of office shall be July 1 through June 30.

Section 3. Vacancy.

Any vacancy occurring shall be filled by the Board Development Committee with approval of the Board.

Section 4. President.

The President shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall perform such duties incident to the office or as may be assigned by the Board and shall appoint all Chairs of standing and special committees of the Board. The Vice President shall serve as President-Elect of the Board.

Section 5. Vice President.

The Vice President shall perform the duties and possess and exercise the powers of the President in the event of the President's absence or disability, and shall perform such other duties as may be assigned by the Board.

Section 6. Secretary.

The Secretary shall ensure that minutes are kept of all meetings of the Gallery, including meetings of the Board, the Executive Committee and the Annual Membership Meeting. The Secretary shall ensure that proper notice of the time and place of all meetings is given and shall ensure the preservation of all papers, letters and transactions of the Gallery for filing at the offices of the Gallery.

Section 7. Treasurer.

The Treasurer shall be responsible for the receipt, accounting, deposit and expenditure of all funds of the Gallery. The Treasurer shall oversee and assist in the budget and financial planning and management of the Gallery and shall report to the Board at each meeting on the financial standing of the Gallery and shall report to the membership at the Annual Membership Meeting.

Section 8. Immediate Past President.

The immediate Past President, upon completing his/her term of office and being replaced by the new President, shall remain a Director for one year, should his/her term on the Board be completed at the same time that his/her presidency ends.

ARTICLE V. COMMITTEES

Section 1. Executive Committee.

- a. The Executive Committee shall consist of the Officers of the Corporation and the Chairs of all standing Committees. The Executive Director shall be an ex-officio member.
- b. The Executive Committee shall have and exercise the full authority of the Board in the management of the business of the Corporation between the meetings of the Board. The Executive Committee shall report to the Board on its actions at the next meeting of the Board.
- c. The Executive Committee shall meet at the call of the President or any three (3) members.
- d. A quorum of the Executive Committee is present when one-third of the members of the executive Committee are present, or a minimum of three (3) Directors, including at least one Officer, are present.
- e. Long Range Planning - The Executive Committee shall serve as the Long Range Planning Committee and shall be responsible for identifying both short-term and

long-term issues relating to operations and management of the Gallery which need attention and for providing organizational goals.

Section 2. Standing Committees.

a. Board Development

The Board Development Committee shall consist of at least three (3) Directors and shall be responsible for recruiting and recommending to the Board, candidates for election to the Board and for election as Officers of the Gallery and shall be responsible for the annual Board orientation.

b. Finance

The Treasurer shall be Chair of the Finance Committee. The Finance Committee shall be responsible for reviewing the Gallery's budget, financial operations and all matters concerning the financial affairs of the Gallery and shall regularly report on its activities to the Board. The Finance Committee shall recommend financial policy positions and serve in an advisory capacity to the Board.

c. Fund Development

The Fund Development Committee shall be responsible for developing and implementing plans to raise the funds necessary to support the programs of the Gallery from, among other areas, individual contributions, special events, memberships and corporate and foundation grants.

d. Marketing and Public Relations

The Marketing and Public Relations Committee shall be responsible for developing and implementing comprehensive and continuous marketing and outreach activities which define the Gallery's identity and communicate its programs and art to the community and selected target audiences.

e. Personnel

The Officers of the Gallery shall serve as the Personnel Committee and shall be responsible for establishing and reviewing the personnel policies of the Gallery.

Section 3. Chairs; Duties.

The Chairs of the standing committees shall be appointed by the President. The standing committees shall perform such duties as may be assigned by the President or the Board.

Section 4. Special Committees.

Special committees may be established by the President.

ARTICLE VI. NOMINATIONS AND ELECTION OF DIRECTORS

Section 1. Elections.

Elections to the Board shall be held annually a date and time determined by the Board.

Section 2. Nominations.

Prior to the Annual Election, the Board Development Committee shall propose and submit to the Board a ballot consisting of at least one (1) nominee for each office and Board position to be filled.

ARTICLE VII. MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting.

The Annual Membership Meeting of the Gallery shall be held for the transaction of business or such other purposes as may be determined by the Board. The date, time and location shall be determined by the Board.

Section 2. Notice.

Written notice of the date, time and location of the Annual Membership Meeting shall be mailed to each member not less than fourteen (14) days before the date of the meeting. Notice shall be deemed delivered when deposited in the United States Mail directed to the last address of the member appearing in the records of the Gallery.

Section 3. Special Membership Meetings.

Special meetings of the membership may be called by the President or Board or on the petition of twenty-five (25) of the members. Written notice of the date, time and location of the special meeting shall be mailed to each member entitled to vote not less than five (5) days before the date of the meeting. The purpose for which the special meeting is called shall be stated in the notice.

Section 4. Quorum.

A quorum at the Annual Membership Meeting or Special Membership Meetings shall consist of all members present who are eligible to vote.

ARTICLE VIII. NONDISCRIMINATION POLICY

Membership in the Gallery and membership on the Board of the Gallery shall be open to individuals regardless of race, creed, religion, sex, handicapper status, age, marital status, sexual preference/orientation or national origin.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The parliamentary authority governing the procedures of the Gallery shall be Robert's Rules of Order, Revised and shall govern all meetings of the Gallery when not in conflict with these by-laws and subject to any special rules which may have been or may be adopted.

ARTICLE X. AMENDMENTS; SUSPENSION

Section 1. Amendments.

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any regular Board meeting upon notice to the Directors at least five (5) days prior to the date of the meeting.

Section 2. Suspension.

These by-laws may be suspended at any regular or special meeting of the Board by a majority vote of all Directors present and voting upon notice to the Directors at least five (5) days prior to the date of the meeting.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Executive Committee, acting on behalf of the Board, may authorize any Officer or Officers, agent or agents of the Gallery, in addition to Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Gallery, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Gallery, shall be signed by such Officer and in such manner as shall from time to time be determined by the Executive Committee acting on behalf of the Board.

Section 3. Deposits.

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

Section 4. Gifts.

The Board may accept on behalf of the Gallery any contribution, gift, bequest, or devise for any purpose of the Gallery.

ARTICLE XII. VOLUNTEER DIRECTOR'S LIABILITY

Subject to exceptions provided by applicable law, no Director shall be personally liable to the Gallery or its members for monetary damage for breach of the Director's fiduciary duty. The Gallery assumes all liability to any person other than the Gallery or its members for all acts or omissions of a volunteer Director occurring on or after January 1, 1988.

ARTICLE XIII. INDEMNIFICATION

Section 1.

The Gallery shall indemnify any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are or any of them are made parties or a party by reason of being or having been Directors, or a Director or Officer of the Gallery, except in relation to matters as to which any such Director or Officer, or former Director or Officer, shall be adjudged in such action, suit or proceeding to be guilty of gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such gross negligence liability.

Section 2.

Notwithstanding, the foregoing, the indemnification provided to any person described in Section 1 above shall be only in excess of any valid and collectable insurance or other source of indemnification available for the benefit of such person, including, without limitation, any benefit available under any insurance of the Gallery, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the Gallery may purchase and maintain insurance on behalf of any person described in Section 1 above against any liability asserted against him/her, or incurred as such, whether or not the Gallery would otherwise have the power to indemnify under the circumstances.

ARTICLE XIV. DISSOLUTION

Section 1. Procedure.

The Gallery may be dissolved pursuant to the laws of the State of Michigan then in effect.

Section 2. Distribution of Assets.

In the event of dissolution, all assets of the Gallery, after payment of debts and liabilities, shall be distributed to such organizations, as designated by the Board, which are qualified as tax exempt under Section 501(c)(3) of the Code.