



# THE ART CENTER

## BYLAWS OF THE ART CENTER

Incorporated under the laws of the State of Georgia

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# VERSION HISTORY

Version	Date	Change Description	Owner/Approver
1.0	May 13, 1996	Initial Version	Initial Board of Directors
2.0	May 21, 2012	Revised Version	Board of Directors
3.0	May 1, 2023	<ul style="list-style-type: none"> <li>• Layout change (whole document)</li> <li>• <b>Page 6-Article One</b> Registered Office and Agent change</li> <li>• <b>Page 8-Section 4.3</b> Tenure has been modified</li> <li>• <b>Page 11-Section 5.9</b> Telephone and Similar Meetings. Added Video conferencing</li> <li>• <b>Page 12- Section 5.12</b> New section proposing annual general meeting for board of directors, members, and staff.</li> <li>• <b>Page 16- Section 7.10</b> Word “oversee” has been changed to “assist and ensure”</li> <li>• <b>Page 17- Section 8.1</b> Verbiage added to add communication requirement for information only on the actions of the Executive Committee</li> <li>• <b>Page 20- Section 10.2</b> Approval limits changed               <ul style="list-style-type: none"> <li>○ <b>\$5000.00</b> can be approved by the Executive Director (<b>previously \$3500</b>)</li> <li>○ <b>\$5001.00-\$9500.00</b> can be approved by Executive Committee (<b>previously \$3501.00-\$6000.00</b>)</li> <li>○ <b>Above \$9500.00</b> can be approved by the whole board (<b>previously \$6001.00</b>)</li> </ul> </li> </ul>	
4.0	November 13, 2024	<ul style="list-style-type: none"> <li>• Name Change (Johns Creek Arts Center to The Art Center)</li> <li>• Web address change</li> <li>• Formatting and grammatical edits</li> </ul>	
5.0	May 13, 2025	<ul style="list-style-type: none"> <li>• Amendment in section 7.2 for term for established officers to be two years (changed from one year) to</li> </ul>	

		align with directors' term of two years in section 4.3	
6.0	April 21, 2026	<ul style="list-style-type: none"><li>• Addition of Executive Director performance review to section 4.1</li><li>• Addition of BoD mandatory financial contribution to section 4.2</li></ul>	

# ARTICLE ONE

## Name, Location, and Offices

### 1.1 NAME

The name of this corporation shall be "The Art Center, Inc." Registered agent named is Mrs. Stephanie Donaldson.

### 1.2 REGISTERED OFFICE AND AGENT

The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

### 1.3 OTHER OFFICES

The principal office of the corporation shall be located in Johns Creek, Fulton County, Georgia. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time, or the affairs of the corporation may require or make desirable.

# ARTICLE TWO

## Purpose and Governing Instruments

### 2.1 NONPROFIT CORPORATION

The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

### 2.2 CHARITABLE PURPOSES

The corporation is a voluntary association of individuals and organizations, the purpose of which, as set forth in the articles of incorporation, are exclusively charitable, educational, and scientific within the meaning of section 501(c) (3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

- a) To provide and support the development of the arts in the community and to carry out, directly or indirectly, related functions.
- b) To promote and improve, directly and indirectly, the community's awareness of and participation in the arts.

- c) To promote self-esteem and positive family values within the community; and
- d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and in these laws, including the exercise of all other power and authority enjoyed by corporations generally by virtues of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of sections 501 (c)(3) of the Internal Revenue Code)

## 2.3 GOVERNING INSTRUMENTS

The corporation shall be governed by its articles of incorporation and these bylaws.

## ARTICLE THREE

### Membership

#### 3.1 MEMBERSHIP

The board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided herein or by amendment.

## ARTICLE FOUR

### Board of Directors

#### 4.1 AUTHORITY AND RESPONSIBILITY OF THE BOARD OF DIRECTORS

The governing body of the corporation shall be the Board of Directors. The Board of Directors:

1. Shall have supervision, control, and direction of the management, affairs, and property of the corporation, **including executing the annual performance review of the Executive Director: February annual review: July mid-year check-in: November goals set for next year.**
2. Shall be responsible for establishing policies or changes therein; and
3. Shall actively prosecute the corporations purposes and objectives and supervise the disbursement of its funds.

4. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee.
5. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.
6. The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.
7. The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

#### 4.2 COMPOSITION OF REGULAR BOARD OF DIRECTORS

The regular Board of Directors of the corporation shall consist of not less than five (5) members, together with such other directors as may be elected from time to time in accordance with these bylaws. Members of the Board of Directors of the corporation shall be elected or appointed on the basis of their knowledge of the charitable needs and interest of the communities served by the corporation and on the basis of their standing in those communities and their access to businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the corporation, **and individually be able and willing to make a mandatory annual financial contribution to The Art Center of an amount set by the Board of Directors.** The Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

#### 4.3 MANNER OF ELECTION AND TERM OF OFFICE

The initial Board of Directors are those directors as set forth in the Articles of Incorporation who shall serve until his or her successor has been elected and qualified in accordance with the terms of these bylaws. Thereafter, the regular directors of the corporation shall be elected by a vote of the directors as provided in Article Five of these bylaws; and each director so elected shall continue in office for a term two (2) years and thereafter until their successor shall have been elected and shall have qualified or until their earlier death, resignation, retirement, disqualification, or removal. The service will conclude after three (3) consecutive terms. Thereafter, the person can re-join after an absence of one (1) year from the date of expiry of their term.

## 4.4 NOMINATIONS

The nominating committee, acting in accordance with section 9.1 of these bylaws, shall present to the directors one nomination for the seats of President, Vice-President, Treasurer, and Secretary on the Board of Directors which are vacant or about to expire. Additional nominations may be made from the floor at the meeting at which nominations are voted upon by directors of the corporation who are entitled to vote.

## 4.5 REMOVAL

Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

## 4.6 VACANCIES

Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Unless otherwise provided by the Board of Directors, each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor or until his or her earlier death, resignation, retirement, removal, or disqualification. Annual meetings shall be the election meeting.

## 4.7 COMMITTEES OF THE BOARD OF DIRECTORS

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more executive committees, each consisting of three (3) or more directors. By resolution adopted by a majority of the directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Eight ("Committees of Directors").

## 4.8 COMPENSATION

Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

# ARTICLE FIVE

## Board of Directors

### 5.1 PLACE OF MEETINGS

Meetings of the Board of Directors may be held at any place within or outside of the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified at the principal office of the corporation.

### 5.2 ANNUAL MEETING: NOTICE

An annual meeting of the Board of Directors may be held at the principal office of the corporation or at such other places as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the Secretary either personally or by telephone or by mail or email not less than ten (10) nor more than fifty (50) days before such annual meeting.

### 5.3 REGULAR MEETINGS: NOTICE

Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by email not less than two (2) nor more than thirty (30) days before such regular meeting.

### 5.4 SPECIAL MEETINGS: NOTICE

Special meetings of the Board of Directors may be called by or at the request of the president or by any three (3) of the directors in the office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by email at least twenty-four (24) hours before such meeting.

### 5.5 WAIVER

Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six (“Notice of Waiver”).

### 5.6 QUORUM

At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

## 5.7 VOTE REQUIRED FOR ACTION

Except as otherwise provided in these bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw are provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.6 of these bylaws.

## 5.8 ACTION BY DIRECTORS WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

## 5.9 TELEPHONE AND SIMILAR MEETINGS

Directors may participate in and hold a meeting by means of conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## 5.10 ADJOURNMENTS

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## 5.11 ATTENDANCE AT MEETINGS

Members of the Board of Directors shall attend all meetings unless absence is unavoidable. **To remain on the Board of Directors each director shall be required to attend not less than sixty percent (60%) of the meetings of the Board of Directors held in any fiscal year pursuant to these bylaws.**

## 5.12 ANNUAL GENERAL MEETING

An annual general meeting may be held at the principal office of the corporation or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. The frequency of such meetings should be no less than one per calendar year and

held during the end of the calendar year for the organization. Notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or email not less than ten (10) nor more than fifty (50) days before such annual general meeting.

Participants of this annual meeting should include but not be limited to the Board of Directors, staff of The Art Center, associated art guilds, and any other entities/persons having considerable engagement and interest in The Art Center. Additional attendees may be invited on the basis of advice from the Board of Directors and Center Director. Agenda of this meeting will be decided by the Board of Directors.

## ARTICLE SIX

### Notice and Waiver

#### 6.1 PROCEDURE

Whenever these bylaws require notice to be given to any director, the notice shall be given in accordance with this section 6.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances (e.g., for special meetings). Notice may be communicated in person, by telephone, email, or facsimile. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence.
- b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

#### 6.2 WAIVER

A director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes of filing with the corporate records. A

director's attendance at or participation in a meeting waives any required notice to them of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE SEVEN

### Officers

#### 7.1 NUMBER AND QUALIFICATION

The established officers shall consist of a president, one or more vice presidents as determined or designated by the Board of Directors, a secretary, and a treasurer. The Board of Directors of the corporation shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

#### 7.2 ELECTION AND TERM OF OFFICE

The established officers of the corporation, including the president, vice president, the secretary, and the treasurer, shall be elected by the Board of Directors of the corporation. Eligibility for the offices of president and vice president will require one (1) year of service prior to election. While holding such offices, the president shall serve as a member of the Board of Directors of the corporation, as provided in Article Four of these bylaws. All established officers shall serve for terms of ~~one (1) year~~ **two (2) years** and not to exceed three (3) consecutive terms, hereafter until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement, or disqualification. It is anticipated that the sitting Vice President will succeed the current President. Any other officers or assistant officers appointed by the Board of Directors of the corporation under section 7.1 of these bylaws may serve at the will of the Board of Directors of the corporation and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. See Section 9.1 ("Nominating Committee").

#### 7.3 OTHER AGENTS

The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the determination of the board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

## 7.4 REMOVAL

Any officer or agent elected or appointed by the Board of Directors of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

## 7.5 VACANCIES

A Vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors at any meeting.

## 7.6 PRESIDENT

The president shall be the chief executive officer of the corporation and shall be qualified for his or her responsibilities through education and experience. The president shall preside at all meetings of the Board of Directors. The president shall also serve as a member, with right to vote, of any executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. The president shall have check signing authority and they may vest others with check signing authority. The president shall have the general and active management of the corporation's business and shall exercise general supervision of all operations and personnel of the corporation, including:

- a) Selecting overseeing director
- b) Signing checks, drafts, and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation; granting requests, statements, and reports required to be filed with state or federal official or agencies
- c) Entering into any contract or agreement and executing in the corporate name, along with the treasurer or secretary, any instrument or other writing.
- d) Ensuring that all orders and resolutions of the Board of Directors are carried into effect.
- e) Supervision and directing the management and operation of the corporation; making all decisions as to policy and otherwise which may arise between meetings of the Board of Directors and meetings of the executive committee of the Board of Directors and supervising and controlling the other officers and employees of the corporation during such interim; and
- f) Performing other duties that may be necessary and in the best interest of the corporation as may be assigned by the Board of Directors.

## 7.7 VICE PRESIDENT

The vice presidents, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and

have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

## 7.8 SECRETARY

The secretary shall:

- a) Attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.
- b) Give, or cause to be given, notice of all meetings of the Board of Directors.
- c) Keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary; and
- d) Be under the supervision of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

## 7.9 ASSISTANT SECRETARIES

The assistant secretaries, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

## 7.10 TREASURER

The treasurer shall:

- a) Assist and ensure that the Director of the Center, who will have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.
- b) Oversee the Director of the Center who will disburse the funds of the corporation as ordered by the Board of Directors and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

- c) Audit month-end and year-end financial statements provided by the Director of the Center. These statements should include but need not be limited to a balance sheet, income and expense detail, and cash flow statement.
- d) If required by the Board of Directors, give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of their office and for the restoration to the corporation, in case of their death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in their possession or under their control belonging to the corporation; and
- e) Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

## 7.11 ASSISTANT TREASURERS

The assistant treasurers, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

# ARTICLE EIGHT

## Committees of Directors

### 8.1 EXECUTIVE COMMITTEE

There shall be an executive committee composed of the president of the corporation and at least two (2) other members of the Board of Directors who shall be appointed by resolution adopted by a majority of the directors in office. Each such member shall serve until their successor is elected and qualified or until their earlier death, resignation, or removal. The executive committee shall have and may exercise all the powers and authority of the Board of Directors in the business and affairs of the corporation between meetings of the Board of Directors. The delegation of authority to the executive committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by law.

In case of a scenario where the executive committee needs to exercise any authority and powers on behalf of the whole Board of Directors, clear written communication on the action should be sent out through email, to all members of the board, for information purpose only.

## 8.2 OTHER COMMITTEES OF DIRECTORS

Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

## 8.3 ADVISORY AND OTHER COMMITTEES

The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee as it sees fit. It shall be the function and purpose of each such committee to advise the Board of Directors, and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation nor these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the corporation unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

## 8.4 TERM OF APPOINTMENT

The term shall change to a maximum of a two-year term, if necessary on committees with a maximum of two consecutive terms on any specific committee.

## 8.5 CHAIR

The president of the corporation shall appoint one member of each committee as chair thereof.

## 8.6 VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## 8.7 QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

## 8.8 RULES

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE NINE

### Special and Standing Committee

#### 9.1 NOMINATING COMMITTEE

The president, with the approval of and after consultation with the Board of Directors, shall appoint a nominating committee consisting of at least three (3) directors of the corporation. The nominating committee shall then nominate candidates for the required seats and offices of the corporation as provided in these bylaws and reports such nominations to the members of the Board of Directors. Additional nominations may be submitted at any time up to and during the meeting at which the directors and officers are voted upon, and said nominations shall be voted upon by the directors in accordance with these bylaws.

#### 9.2 SPECIAL COMMITTEE

The president shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these bylaws; and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

#### 9.3 TERM OF APPOINTMENT

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### 9.4 CHAIR

One member of each committee shall be appointed chair thereof.

#### 9.5 VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## 9.6 QUORUM

Unless the Board of Directors directs otherwise, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## 9.7 RULES

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

# ARTICLE TEN

## Contracts, Checks, Deposits, and Funds

### 10.1 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 and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

### 10.2 CHECKS, DRAFTS, NOTES, ETC.

All checks, drafts, or other orders for the payments of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed either by the President or by the Director of the Center, if the President vests the Director with such authority in writing, and may be signed by such other office or officers, agent or agents, of the corporation and in such manner as may be determined from time to time by resolution of the Board of Directors. Expenditure amounts of up to **\$5,000.00** be approved by the Executive Director, amounts from **\$5,001.00 to \$9,500.00** will be approved by the Executive Committee and amounts over **\$9,500.00** will be approved by the whole board, excluding the monthly mortgage payment on the corporation's principal office.

### 10.3 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 at the Board of Directors may select.

### 10.4 GIFTS

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

# ARTICLE ELEVEN

## Indemnification and Insurance

### 11.1 INDEMNIFICATION

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, ending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by them in connection with such action suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

### 11.2 INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS

The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### 11.3 INSURANCE

To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

# ARTICLE TWELVE

## Miscellaneous

### 12.1 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

### 12.2 CORPORATE SEAL

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

### 12.3 FISCAL YEAR

The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

### 12.4 INTERNAL REVENUE CODE

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

### 12.5 CONSTRUCTION

Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

- a) The remainder of these bylaws shall be considered valid and operative; and
- b) Effect shall be given to the intent manifested by the portion held invalid or inoperative

### 12.6 TABLE OF CONTENTS; HEADINGS

The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinate in importance to the other written material.

## 12.7 RELATION OF ARTICLES OF INCORPORATION

These bylaws are subject to, and governed by, the articles of incorporation.

## ARTICLE THIRTEEN

### Amendments

#### 13.2 POWER OF AMEND BYLAWS

Subject to the provisions of Section 2 of this Article. The Board of Directors shall have the power alter, amend, or repeal these bylaws, or adopt new bylaws.

#### 13.2 CONDITIONS

Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the all the directors then holding office.

## ARTICLE FOURTEEN

### Tax-Exempt Status

#### 14.1 TAX-EXEMPT STATUS

The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in section 509 (a) (1) or section 509 (a) (2) or section 509 (a) (3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501 (c) (3) of the Internal Revenue Code.

# ARTICLE FIFTEEN

## Adoption of Bylaws

### 15.1 DATE OF ADOPTION

Ocee Community Arts Center, Inc. was organized under the laws of the State of Georgia as of February 27, 1996. These bylaws were adopted by resolution of the initial Board of Directors of the corporation, and became effective, as of May 13, 1996. They were amended May 21, 2012.

APPROVED:

THE ART CENTER, INC.

ATTEST:

BY:



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Hiral Shah *Debbi Cates*

Secretary



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Nilendra Chanda

President of the Board