

BY-LAWS

WASECA ARTS COUNCIL, INC.

ARTICLE I: NAME AND LOCATION

Section 1. Name: This non-profit organization is known as the Waseca Arts Council, Inc.

Section 2. Location: The mailing address of the Waseca Arts Council is 200 N. State St. Waseca, Minnesota 56093

Section 3. Purpose: The purpose of this organization shall be as stated in Paragraph II of The Articles of Incorporation, with special emphasis on programs for children. Every effort shall be made to work in cooperation with other community organizations.

ARTICLE II: MEMBERSHIP

Section 1. Qualifications: Membership in the Council is open to individuals and families engaged in or supportive of the Arts in the Waseca area.

Section 2. Active Membership: Active membership includes individuals and families who pay a fee to be determined annually by the Board of Directors.

Section 3. Patrons: Patrons include any individuals, organizations, corporations or institutes interested in the financial support of the organization. Each patron membership includes the privileges of one family membership.

Section 4. Membership dues are established at the Annual Meeting of the Board of Directors and are payable on the date of the annual meeting.

Section 5. The membership year shall extend from January 1st through December 31st. New memberships shall be noted in the minutes of the meetings of the Board of Directors, the annual report of the Waseca Arts Council, and on the roster of membership as established.

Section 6. Privileges: Members will be entitled to discounts on activities sponsored by the organization. Each membership entitles the owner to one vote at the annual meeting.

Section 7. Responsibility: Responsibility of membership is to be a cooperative member in supporting the stated purpose of this organization.

Section 8. Annual Meeting: The annual meeting of the members shall be held during the month of October to elect officers and transact such other business as may be

necessary. Business shall be transacted by a majority vote of all members present, and any action taken shall be deemed the action of the full membership. Notice of the annual meeting shall be published at least one week in advance. Members shall be entitled to vote by proxy on issues presented in the notice.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Method of Selection: The Board of Directors of the Council shall consist of not less than nine but not more than 15 individuals selected from the active membership, four of whom shall be the officers of the council. The directors shall be elected by the Active membership at the annual meeting of the council, provided, however, the officers shall be elected pursuant to terms and conditions provided in Article IV, Section 1, herein. Directors shall be elected by the membership for terms not exceeding 3 years, as specified at the time of their election. At least three directors shall be elected each year. In the event of a vacancy on the Board of Directors through death, resignation or otherwise, the majority of the remaining Directors shall have the power to elect a new Director to fill the vacancy for the remainder of the term so vacated.

Section 2. Responsibilities: The management of the Waseca Arts Council shall be vested in the Board of Directors as herein established. They shall make all rules and regulation which they deem necessary or proper for the government of the council and for the due and orderly conduct of its affairs. They are further charged with the implementation of the purpose of this organization and the management thereof pursuant to the requirements of the Articles of Incorporation.

Section 3. Meetings and Voting: The Board shall have regular meetings during the year at least quarterly. In addition, the Board may have special meetings at any time upon the call of the President or any two Directors. A quorum for the transaction of business at Board meetings shall consist of six Board of Director members. At all meetings of the Board, business shall be transacted by a majority vote of all Directors present and any action taken shall be deemed the action of the full Board. All Board meetings shall be open to all council members.

ARTICLE IV. OFFICERS

Section 1. Number: The officers shall be President, a Vice-President, a Secretary, and a Treasurer. These officers shall assume their duties following the annual meeting. The offices of President, Secretary, Treasurer, and Vice-President shall be elected by the membership of the council at the annual meeting thereof. The term for the offices so elected shall be one year. Any vacancy in office during their term shall be filled by the Board as soon as possible, preferably at the next regular

meeting.

Section 2. Duties: The duties of the officers shall be such as usually pertain to their respective offices or as are respectively prescribed and assigned to them by the Board of Directors.

Section 3. Other Officers: The Board of Directors shall have the power to appoint such subordinate officers, employees, or agents as may be necessary in their judgement for the conduct of the business of the Waseca Arts Council and to designate their titles and compensation, if any.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. Executive Committee: The Executive Committee shall consist of the officers of the Council. The President shall serve as chairman of the Executive Committee. The Executive Committee shall have and exercise in the intervals between meetings the responsibilities of the Board of Directors. Three members of the Executive Committee shall constitute a quorum. It shall meet at the call of its chairman.

Section 2. Nominating Committee: Following the annual meeting, the President of the Council shall appoint a Nominating Committee of three Board members with the approval of the Board of Directors, to serve for a term of one year. The Nominating Committee shall entertain suggestions for Board of Director Members of the Council for the following year and propose candidates to be voted upon by membership at the next annual meeting. The Nominating Committee shall also recommend to the Board candidates to fill any vacancies for offices that might occur in the Council during the year.

Section 3. Other Committees: The President may appoint, with the approval of the Board, such other standing or special Committees as may be required from time to time to assist the Board.

ARTICLE VI: REPORTS

Section 1. Audit: The accounts of the Treasurer shall be audited at the end of each fiscal year by the Audit Committee appointed by the President and at such other times as the board deems necessary.

Section 2. Financial Reports: A financial report, based on the aforementioned audit, shall be made to the membership by the Treasurer at least once annually. Additional financial reports shall be made available to the members of the Board in such form and at such times as may be requested.

Section 3. Annual Report: The President and Executive Committee shall present an annual

report to the membership, reviewing the year ended and making such forecast for the year approaching as may be reasonable.

ARTICLE VIII. PROCEDURES

These By-Laws may be amended by majority vote of the Board of Directors at any meeting of the Board of Directors, provided that notice of such proposed amendments was given at the preceding meeting and published at least one week in advance for the benefit of the members. Provided, however, that no act of any member, director or officer shall be contrary to the general purpose and procedure outlined in the Articles of Incorporation of the Waseca Arts Council, Inc.

These By-Laws were adopted as the By-Laws of Waseca Arts Council, Inc. at a Board of Directors Meeting held November 27, 1978, and amended on March 19, 1979.

Secretary

ATTESTED TO BY:

President