The Grinnell Area Arts Council is a Corporation of the State of Iowa having Articles of Incorporation dated April 26, 1979. The purpose of the Corporation is to promote, encourage, develop, and assist in the understanding, appreciation, and financial support of the arts and other cultural activities in the Grinnell area.

ARTICLE I
OFFICES

The principal office of the Corporation in the State of Iowa shall be located in the City of Grinnell, County of Poweshiek.

ARTICLE II
MEMBERSHIP

Section 1 – Qualifications of Membership

To become a member one must show an interest in supporting or participating in the programs of the Grinnell Area Arts Council. Individuals, families, and organizations may be members of the Grinnell Area Arts Council. Each membership will constitute one voting membership.

Section 2 – Membership Fees

The Board of Directors shall decide yearly membership dues as part of the requirement for membership in the Corporation. The membership dues shall comprise a tax-deductible donation to the Grinnell Area Arts Council. The Board of Directors may provide for various levels of financial support.

Section 3 – Annual Meeting of Membership

The annual meeting of the Corporation shall be held in October, at a time and place to be designated by the Board of Directors. All members of the Corporation shall be notified of such annual meeting, or any special meeting, in writing, by the Secretary, such notices to be mailed not less than seven (7) days before the time set for any such annual or special meeting. A quorum for the transaction of business at a meeting of members shall consist of seven (7) members. Robert’s Rules of Order shall govern the conduct of all meetings.
Section 4 – Length of Membership

Membership shall be for a period of one (1) year as determined by the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 1 – General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2 – Membership

The Board of Directors of the Corporation shall have no fewer than five (5) and no more than fifteen (15) members.

To be eligible to serve as a member of the Board of Directors one must be residing in the greater Grinnell Area and a current member of the Grinnell Area Arts Council.

New Board members shall be nominated either by current Board members or from the floor at the annual meeting of the membership.

Each Director shall have one vote and shall not be compensated.

The Board of Directors shall conduct its first meeting of the fiscal year directly following the annual meeting of the membership. At such meeting the Board of Directors shall elect officers for the coming year and appoint committee members.

The Board of Directors shall meet for at least six (6) regular monthly meetings a year and at other times as called by the President, the Vice-President in the absence or disability of the President or at least four (4) Directors.

A quorum for the transaction of business at Board meetings shall consist of the lesser of seven (7) or a majority of the voting Directors. If a quorum has been present at a meeting and some Directors have withdrawn from the meeting, so that fewer than a quorum remain, the Directors still remaining may continue to transact business until adjournment. At all meetings of the Board, business shall be transacted by a majority vote of all Directors present unless otherwise specified in these By-Laws, and any action taken shall be deemed the action of the Board. *Robert’s Rules of Order* shall govern the conduct of all meetings.
Section 3 – Notice of Meetings

Notice of the place, day and hour of the meeting shall be given personally, by email or by mail not less than five (5) or more than ninety (90) days before the date of the meeting.

Section 4 – Term of Office, Vacancies and Resignations

Directors shall be elected by the membership at its annual meeting, for three-year terms, but with initial terms adjusted in such a manner that approximately one-third of the full number shall be elected each year. Directors shall not serve for more than two full consecutive terms. A Director may serve a partial term prior to beginning their first full term.

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining directors. Any Director may resign by giving written notice to the president. The Board may remove any Director from office for absence without sufficient cause for more than three (3) consecutive regular meetings of the Board of Directors or for other good cause.

ARTICLE IV

OFFICERS

Section 1 – General

The officers of the Corporation shall be members of the Board of Directors and shall include a President, a Vice-President, a Secretary and a Treasurer. They shall be elected annually for a term of one (1) year and shall assume their duties following the annual meeting. Any officer may be re-elected for the same office for subsequent terms.

Section 2 – President

The President shall:

(a) Serve as the Chair of the Board of Directors
(b) Preside at all meetings of the Corporation and Board of Directors
(c) Have the duties of Chief Executive Officer in exercising general supervision over the affairs and activities of the Corporation.
(d) Serve *ex officio* on the Board of Directors for an additional year following his or her tenure as President.
(e) See that records, reports, statements and/or other documents of the Corporation are maintained and filed as required by law.
(f) See that notices of meetings and agendas are properly distributed.
Section 3 – Vice-President

The Vice-President shall:

(a.) Assume all duties of the President in the absence or disability of the President and, when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the President.
(b.) Perform such other duties as may be assigned by the Board of Directors or the President.

Section 4 – Secretary

The Secretary shall:

(a) Keep and certify as current these By-Laws as amended to date.
(b) Keep a Book of Minutes of the meetings of the Corporation and the Board of Directors.
(c) In general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board of Directors or the President.

Section 5 – Treasurer

The Treasurer shall:

(a) Monitor staff as to handling funds and securities of the Corporation.
(b) Assure that proper accounting records are maintained by staff for the Corporation. The monies of the Corporation shall be deposited in the name of the Corporation and all payments shall be made in its name. All checks issued by the Corporation shall be signed by the Treasurer or other person designated by the Board of Directors.
(c) Assure that a statement of the condition of the finances of the Corporation is submitted at all meetings of the Board of Directors and a full financial report is submitted at the annual meeting of the Corporation.
(d) Submit the financial records for an annual audit if so directed by the Board of Directors.
(e) In general, perform all the duties incident to the Office of the Treasurer and such other duties as may be assigned by the Board of Directors or the President.
Section 6 – Resignations and Vacancies

Any officer may resign by giving written notice to the Board of Directors. Vacancies in any office because of death, resignation, removal, or disqualification may be filled for the unexpired portion of the term by the Board of Directors.

ARTICLE V

COMMITTEES

The Corporation shall have such regular and special committees as are designated and established by the President or the Board of Directors. The chairperson of each committee shall be appointed by the President and shall report and be responsible to the Board of Directors.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be from October 1 to September 30.

ARTICLE VII

ANNUAL REPORT

The President shall present an annual report to the Board of Directors and to the membership at the annual meeting, reviewing the year ended, and making such forecast for the approaching year as may be reasonable. The President may call for a written report from each committee.

ARTICLE VIII

LIMITATIONS ON THE CORPORATION

The purpose for which this corporation is organized is set out in its Articles of Incorporation and further shall be specifically limited to the purposes allowed within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations (hereinafter, all references to the Internal Revenue Code will be to the Code and its Regulations as they existed on July 1, 1986, as amended by the Internal Revenue Code of 1986, and as amended thereafter.)

Upon dissolution of the corporation or in the event it ceases to carry out its purposes, the Board of Directors shall dispose of the assets of the corporation exclusively for the purposes and in such a manner as required by, or to such organization or organizations organized and operated for the purposes as set out under Section 501(c)(3) of, the Internal Revenue Code.
Notwithstanding any other provision of these By-Laws, these By-Laws may not be altered, amended, repealed, substituted, or otherwise changed in any manner which would exclude the corporation from qualifying as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

AMENDMENT

Any of these By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the affirmative vote of a two-thirds majority of the Board of Directors present and voting at a meeting where a majority of the Board of Directors are present, provided that fourteen (14) days' notice of the nature of the proposed amendment shall have been previously given personally, by email or by mail to all Directors.

Approved by the Grinnell Area Arts Council Board of Directors on March 20, 2017

Tim Dill, President of Grinnell Area Arts Council