

By-laws of the Wesserunsett Arts Council, Inc.

Adopted August 23, 1989
Amended January 22, 1990
Amended February 15, 1991
Amended August 27, 2003

Article I – Name and Organization

- Section 1.** The corporation shall be known as the Wesserunsett Arts Council, Inc. (hereinafter, the Council).
- Section 2.** The seal of the Council shall bear the date of organization and the corporate name.

Article II – Purposes

The Council is formed for the purpose of the development and encouragement of the cultural arts within the central and southern Somerset County region of central Maine.

The Council is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future internal revenue law of the United States).

Article III – Officers and Their Powers and Duties

- Section 1.** The officers of the Council shall be the Chair, the Vice-Chair, the Secretary, the Treasurer and the Clerk. They shall be charged with conducting the day to day business of the Council carrying out the directives of the Executive Committee (the Committee), and the fulfilling of other duties as specified by the Committee. The specific duties of each office shall be those usually associated with said office:
- Section 2.** The Chair shall be the chief executive officer of the Council and shall have general supervision and authority over its affairs, activities and properties. The Chair shall preside at all Council meetings at which he or she is present. The Chair shall have such other powers and duties as may be prescribed by the Executive Committee or elsewhere in these By-Laws.
- Section 3.** The Vice-Chair shall act for the Chair in the Chair's absence. On the occasion of any absence, the Vice-Chair shall be invested with all the powers of, and shall be required to perform all the duties of, the Chair. In the event both of the

above are absent, a chair Pro Tempore shall be appointed from among the Executive Committee.

Section 4. The Secretary of the Council shall cause notice of all meetings to be given as provided in these By-Laws and by law and shall keep a true and accurate record of the meetings. The Secretary shall also have such other powers and perform such other duties as may be prescribed by the Committee or as appertain to the office by law. In absence of the Secretary, any meeting may appoint a Secretary Pro Tempore.

Section 5. Subject to such conditions and restrictions, if any, as may from time to time be made by the Executive Committee, the Treasurer shall have custody of all monies, debts, obligations, contracts, documents and other papers belonging to the Council, and the corporate seal, and shall safely keep the same. If required by the Committee, the Treasurer shall give bond for the faithful performance of his duties in such sums and with such sureties as the Committee may require, and the expense of such bond shall be borne by the Council. The Treasurer shall also have the authority to collect all monies which from time to time become due and owed to the Council and shall also have the authority, to disburse the same pursuant to the contracts and obligations of the Council which shall have been authorized by the Committee. In addition, the Treasurer shall have such other powers and perform such other duties as may be prescribed by the Committee or by these By-Laws, or as appertain to the office by law.

Section 6. The Clerk shall have custody of all permanent records of the Council and shall safely keep the same. The Clerk shall act as the local agent for the Council and in that capacity shall act as the intermediary with government authorities regarding the Council's existence and the various reports which have to be made in that regard.

Section 7. Notes or Debentures or their obligations evidencing indebtedness or the borrowing of funds on behalf of the Council, and checks or orders for the withdrawal of funds belonging to the Council from any of its bank account shall be signed in such manner and by the officers as from time to time shall be prescribed by vote of the Executive Committee, provided that until further order of the Committee all such instruments shall be signed by the Treasurer.

Section 8. Subject to the supervision and control of the Committee and except as they otherwise order, contracts, deeds and other instruments or documents which shall have been approved or authorized by the Committee may be signed in the name of and on behalf of the Council and corporate seal may be affixed thereto, by either the Chair or the Treasurer.

Section 9. The officers of the Council shall be elected by the Executive Committee from among their number at the annual meeting or at any meeting called for that

purpose. While an officer will also be a Committee member, no one person shall be entitled to more than one vote. The Committee shall have complete power to elect, appoint or remove any officer.

Article IV – Committees

A. The Executive Committee

Section 1. The business of the Council shall be accomplished by an Executive Committee (Committee) which shall have all the power usually vested in the board of directors of a business corporation, including the general management, control and direction of the affairs of the Council and of its properties either real or personal. It shall have ample power to purchase real and personal property on behalf of the Council and to lease, pledge, mortgage, transfer or sell the same; to make all contracts and agreements on behalf of the Council as it may deem necessary or convenient for the proper transaction of its purposes and operations; to employ and, at their pleasure, remove, such agents or employees as they may deem necessary or proper; to determine the compensation and duties in addition to those fixed in these By-Laws of all agents and employees; to make rules and regulations for their own government and for the use of the property of the Council and the transaction of its business not inconsistent with these By-Laws and, generally, to do all lawful acts and adopt all such lawful measures consistent with these By-Laws as they may deem best calculated to promote the purposes of the Council and the interests of its members.

The Committee shall have power to borrow or authorize the borrowing of funds for Council purposes and to cause the issuance of notes, debentures, or other evidences of indebtedness as evidence of such borrowings, and to determine the terms and provisions of the same and how and in what manner, if any, the same shall be secured.

The Committee may exercise any of their powers through committees appointed by and from the Committee and subject to discharge at any time by the Committee, and whose power and authority shall be defined by vote of the Committee; and any such Committee may be a standing committee with powers so defined or a committee appointed for a particular purpose.

Section 2. The Executive Committee shall consist of the following people: The Chair, Vice-Chair, Secretary, Treasurer and Clerk; and the chairmen of any other standing committees which may be established, along with such other individuals as the Committee shall nominate and vote to have on the Committee but in no event more than thirteen people. The Executive Committee shall consist of at least five people but no more than thirteen people.

Section 3. A quorum of the Committee must be present for the transaction of business. A quorum will be three persons.

B. Nominating Committee

Section 1. In April of each year, the Chair of the Council shall appoint a committee from among the Executive Committee who shall, after due consultation with possible candidates and other deliberations arrive at a slate of candidates for each of the offices of the Council as the terms of those currently holding those offices expire each year.

Section 2. The slate of candidates may be drawn from among the members of the Council including any person who is active with the Council at the time of the annual meeting. At-large members of the Committee may be nominated from the floor at the annual meeting or any special meeting called for that purpose and voted on by the Committee for membership.

Section 3. The nominating Committee shall make its report to the Executive Committee at the last regularly scheduled meeting prior to the annual meeting and the election of officers.

C. Other Committees

The Chair shall have the authority to establish such other committees from time to time as the Chair shall deem appropriate to the efficient operation of the Council.

Article V – Meetings

Section 1. The annual Meeting of the Corporation shall be held in June of each year at such place and at such hour as the Chair may designate, to elect and install the Officers and Committee members for the ensuing year. All nominations for inclusion in the Executive Committee shall be made from the floor at the annual meeting and all voting on any issue to come before the Committee shall be by a simple majority.

Section 2. Each Member of the Committee if otherwise qualified as provided herein, shall be entitled at the annual meeting or any other such meeting of the Members to one vote.

Section 3. Special meetings of the Council and of the Executive Committee may be held at any time and at any place upon call by the Chair.

Article VI – Distribution of Assets During Existence of the Council and on its Dissolution

Section 1. No part of the net earnings, income or profits of the Council shall ever be divided among the members or inure to the benefit of any private individual, or be used or appropriated for other than charitable, or educational purposes; and, no part of the activities of the Council shall consist of the carrying on of propaganda, or

otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2. Upon the dissolution of the Council or the termination of its activities, the assets of the Council remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law) and which shall also qualify as a charitable, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended and which shall have such purposes as closely similar to the purposes of this Council as is possible.

Article VII – Fiscal Year

The Fiscal year of the Council shall be the calendar year.

Article VIII – Amendments

These By-Laws may be altered or amended at any Annual Meeting, or at any special meeting of the Executive Committee called for the purpose. Such alteration or amendment shall be by the affirmative vote of two-thirds of the Committee Members present, provided that a statement of the proposed change or a summary thereof shall have been inserted in a notice of the meeting at which the same is to be acted on.

Approved: August 27, 2003

Ernest W. Hilton

– Clerk

Attest: A True Copy

Dated: _____

– Clerk