

Bylaws of KALAMAZOO ART LEAGUE
(A Michigan Nonprofit Corporation)

ARTICLE I
Name and Location

Section 1: The name of the Corporation is The Kalamazoo Art League.

Section 2: Registered Office. The registered office shall be 314 South Park Street, Kalamazoo, Michigan 49007-5102.

ARTICLE II
Purposes

Section 1: The purposes of the Corporation shall be to present lectures, programs and other learning opportunities to encourage the appreciation, understanding and enjoyment of the visual arts. These endeavors will supplement and/or compliment those of the Kalamazoo Institute of Arts (KIA).

ARTICLE III
Membership and Meetings

Section 1: Members. Membership in the Kalamazoo Art League shall be open to all applicants who are members of the KIA, who support the purposes of the Corporation, and who pay dues as fixed by the Board of Directors.

Section 2: Meetings. Meetings of the Members of the Corporation shall be held in Kalamazoo County, Michigan.

Section 3: Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Board of Directors shall be held in May of each year (beginning in 2016). The date, time and place for this meeting will be designated by the Board of Directors. If the annual meeting is not held in the month of May the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 4: Notice of Meeting of Members. Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 5: Special Meeting of Members. A special meeting of Members may be called at any time by the President of the Corporation or by a majority of the Executive Committee or the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by Members of the Executive Committee, the President of the Corporation shall communicate notice of such meeting.

Section 6: Quorum of Members. Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a Bylaw adopted by the Members, or in the Act, the presence of ten (10) voting Members at a meeting shall constitute a quorum.

Section 7: Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. Members shall not be allowed to vote by proxy. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon. Directors shall be elected by a plurality of the votes cast at an election.

Section 8: Record Date for Determination of Members. Members entitled to vote at a meeting must be Members of record at least thirty (30) days prior to the meeting.

ARTICLE IV Board of Directors

Section 1: Number and Duties of Directors. The Corporation will be governed by a Board of Directors of no less than twelve (12) and no more than nineteen (19) elected Directors who shall be members of this Corporation. The exact number within such minimum and maximum limits may be determined from time to time by resolution of a majority of the full Board or by resolution of the members at any meeting thereof. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities are relative to the Corporation. Board members are expected to subscribe to the purposes of the organization; abide by policies adopted by the Board; and to regularly attend and participate in Board and committee meetings.

Section 2: Composition. The Board of Directors shall consist of individuals elected by the Art League Membership and an *ex officio* Staff Liaison appointed by the Director of the KIA.

Section 3: Term of Office. Beginning in May 2016 Directors shall be elected for a term of two (2) years. Each Director may be elected for two additional consecutive terms. No Director, including Officers, may serve more than three (3) consecutive elected terms. Any Director who has served six (6) consecutive years on the Board in any capacity must step down for a period of at least one year before regaining eligibility to serve on the Board. However, in any one (1) year in which the immediate Past President has completed six (6) years of consecutive service, the Board of Directors shall be comprised of this additional non-elected directorship, regardless of the six-year service limitation.

Section 4: Regular and Special Meetings. The Board of Directors may set the time and place for regular meetings of the Board. Special Meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or the Executive Committee. In the event there is an issue that cannot be resolved or supported by the Executive Committee, any three (3) Directors may ask the Secretary to call the Special Meeting.

Section 5: Notice of Meetings. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose and shall be communicated to each Director not less than twenty-four (24) hours prior to the meeting.

Section 6: Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7: Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of all Directors then in office, provided that written notice of the meeting at which the removal is to be voted upon is sent to all Directors at least ten (10) days before the meeting and this notice shall name the Director(s) proposed for removal.

Section 8: Vacancies. A position occurring in the Board of Directors resulting from a vacancy shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. The person so elected shall serve only until the next election at the Annual Meeting of the Members.

Section 9: Quorum. The presence of 50% of the current plus one (1) of Directors then in office shall constitute a quorum for the transaction of business.

Section 10: Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law. Each Director present shall have one vote.

Section 11: Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing detailing the actions is signed by all the Directors.

Section 12: KIA Input. The Art League *ex officio* Director appointed by the KIA shall have the responsibility of acting as a communications liaison between the Corporation and the KIA. The *ex officio* Director shall be responsible for informing the KIA of matters involving the Corporation including the Corporation's investment policies, the Corporation's timing and making of grants, the recipients of grants and the use of income and assets. The KIA shall have a voice in the investment policies of the Corporation, the timing of grants, the manner of making grants and the selection of recipients of the Corporation's grants and in otherwise advising the use or the income or assets of the Corporation. The Board of the Corporation shall seriously consider any input and comments provided by the KIA but shall not be bound to follow this advice.

Section 13: Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may be reimbursed for authorized expenses incurred on behalf of the Corporation.

Section 14: Participation in Meeting by Remote Connection. A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference call. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V
Officers

Section 1: Officers. The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. Beginning in 2016 Officers shall be elected to a two (2) year term by the Board of Directors following the Annual Meeting of Members. Terms of service for Officers is limited to a total of three (3) consecutive 2-year terms on the Board. Any Officer who has served six (6) consecutive years on the Board in any capacity must step down for a period of at least one year before regaining eligibility to serve on the Board in any capacity. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer may hold more than one office at a time. To be eligible to serve as an Officer, an individual must have served as a Director for at least one year.

Section 2: President. The President shall be the chief operating Officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President shall appoint chairpersons of the Standing Committees and *ad hoc* committees. The President shall perform such other duties and functions as assigned to him or her from time to time by the Board of Directors. He or she shall be, *ex officio*, a Member of all standing committees.

Section 3: Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by the Board of Directors. In the event the President is absent or unavailable, then the Vice President shall perform the duties and exercise the powers of the President.

Section 4: Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination by any Director, and in general perform all the duties incident to the office of Secretary.

Section 5: Treasurer. The Treasurer shall be responsible for conducting financial affairs of the organization as directed and authorized by the Board of Directors. This individual will be responsible for showing financial transparency by providing monthly financial statements and will serve as a member of the Finance Committee.

Section 6: Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for authorized expenses incurred on behalf of the Corporation.

Section 7: Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation will take effect at the time specified; and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective.

Section 8: Vacancies. If there is a vacancy in any Officer position, the vacancy may be filled by the Board.

ARTICLE VI
Committees

Section 1: Committees. The Corporation shall consist of but not be limited to the following standing committees: Executive, Programs, Membership, Finance, Communications. Standing committees are required to meet a minimum a four (4) times annually. Only elected Directors may serve as committee chairs. Membership on committees need not be confined to those who are Directors of the Corporation, and persons who are not Members of Art League may be appointed to committees based on their special expertise or knowledge. Standing committees must consist of a minimum of three (3) members. *Ad hoc* committees may be appointed by the President or by the Board of Directors.

Section 2: Executive Committee. The Executive Committee (Executive) is a Standing Committee composed of elected officers. The Executive meets to discuss issues requiring confidentiality; to discuss policies or to examine issues in depth; and to bring related proposals or motions to the entire Board for consideration. Other committee chairs or Board Members may be invited to participate in discussions with the Executive Committee, but voting rights are reserved for Officers only.

Executive is authorized to make decisions for the Corporation on behalf of the Board of Directors should the need arise. The Secretary takes minutes of the meetings and decisions. The President reports these minutes or decisions to the Board in writing as fully as appropriate at the next Board meeting.

ARTICLE VII
Indemnification

Section 1: Indemnification. To the extent permitted by law, the Corporation shall pay or reimburse expenses and liabilities incurred by its officers, directors, and employees as a result of actual or threatened legal or administrative proceedings related to their service to the Corporation, provided they acted in good faith in the matters giving rise to the proceeding, reasonably believed their actions to be in the best interest of the Corporation, and did not knowingly violate the law and further provided they have given prompt notice of the matters to the Corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines, and settlements reasonable entered into, regardless of whether the officer, director, or employee is still serving the Corporation in that capacity at the time the expense or liabilities are incurred.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE IX
Miscellaneous Provisions

Section 1: Compliance. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

Section 2: Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

Section 3: Dissolution. The organization may be dissolved only with the authorization of the Board of Directors who must call a special meeting for that purpose, and with subsequent approval by no less than two thirds (2/3) vote of the current members. In the event of dissolution, the organization will distribute funds toward financial liabilities and obligations and then distribute the remaining funds to another 501(c) (3) organization consistent with the laws of the State of Michigan.

Section 4: Conflicts of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a. fully disclose the nature of the interest
- b. withdraw from discussion, lobbying, and voting on the matter

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X
Amendments and Additions

Section 1. Amendments. These Bylaws may be altered or amended at any duly called meeting of the Board of Directors by the affirmative vote of two thirds (2/3) of all Directors then in office, provided that written notice describing the substance of the proposed amendment has been sent to all Directors at least ten (10) days in advance of the meeting. Any amendment approved by the Directors shall be effective when approved by the Directors; however, the amendment shall be submitted for approval by the Members at the next annual meeting and if not approved by the Members, then these Bylaws shall revert back to the language that existed prior to such amendment

I certify that the foregoing Bylaws were adopted by the Corporation on the day of May 13, 2015.

Barbara H. Brouse

Signature

June 14, 2015

date signed

elected office: President