

**AMENDED AND RESTATED BYLAWS**

**OF**

**LANSING ART GALLERY**

**&**

**EDUCATION CENTER**

**Adopted:**

**February 1, 2018**

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**TABLE OF CONTENTS**

ARTICLE I - Name, Purpose and Mission .....	1
1.1 Name .....	1
1.2 Purpose.....	1
1.3 Mission.....	1
ARTICLE II - Members.....	1
2.1 In General.....	1
2.2 Voting .....	1
2.3 Members .....	1
2.4 Liability of Members .....	1
2.5 Transfer of Membership .....	1
ARTICLE III - Board of Directors .....	2
3.1 Number .....	2
3.2 Election and Term.....	2
3.3 Regular Meetings .....	2
3.4 Special Meetings.....	2
3.5 Waiver.....	2
3.6 Quorum .....	2
3.7 Action Without a Meeting .....	2
3.8 Meetings by Electronic Communication .....	2
3.9 Notice by Electronic Communication.....	2
3.10 Compensation .....	3
3.11 Removal .....	3
3.12 Advisory Board Member .....	3
ARTICLE IV - Officers .....	4
4.1 Officers .....	4
4.2 Election and Term of Office .....	4
4.3 Removal .....	4
4.4 Vacancies .....	4
4.5 Duties of Officers.....	4

ARTICLE V - Committees .....	5
5.1 Committees .....	5
5.2 Appointment of Committees .....	5
5.3 Term of Office .....	5
5.4 Vacancies .....	5
5.5 Authority of Committees .....	5
5.6 Reporting to Board of Directors .....	6
5.7 Quorum .....	6
5.8 Meetings by Electronic Communication .....	6
5.9 Rules .....	6
5.10 Standing Committees .....	6
 ARTICLE VI - Contracts, Checks, Deposits and Funds .....	 7
6.1 Contracts .....	7
6.2 Checks, Drafts, Etc .....	7
6.3 Deposits .....	7
6.4 Gifts .....	7
 ARTICLE VII - Administrative Provisions .....	 7
7.1 Fiscal Year .....	7
7.2 Distribution of Assets on Dissolution .....	7
 ARTICLE VIII - Books and Records .....	 8
 ARTICLE IX - Indemnification .....	 8
 ARTICLE X - Amendments .....	 8

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The Bylaws of Lansing Art Gallery & Education Center (formerly, Lansing Art Gallery, Inc.) dated April 25, 1995 and most recently amended during September 2011, are hereby completely amended as restated this First day of February, 2018 as set forth below.

**ARTICLE I - NAME, PURPOSE AND MISSION**

1.1 Name. Pursuant to its Articles of Incorporation, the name of the Gallery is Lansing Art Gallery & Education Center.

1.2 Purpose. The purpose or purposes for which the Gallery is organized are as specified in the Articles of Incorporation, as amended or restated.

1.3 Mission. The Lansing Art Gallery & Education Center provides public awareness, education and enjoyment of the visual arts by promoting the works of Michigan artists.

**ARTICLE II - MEMBERS**

2.1 In General. Under the Michigan Nonprofit Corporation Act (the “Act”), a corporation organized upon a nonstock basis shall be organized upon either a membership basis or a directorship basis. Pursuant to Section 305 of the Act, a corporation organized on a directorship basis may or may not have members. This Gallery is organized on a directorship basis, but it shall have members.

2.2 Voting. Pursuant to Section 305 of the Act, the members of the Gallery shall not be entitled to vote.

2.3 Members. The Board of Directors may establish such classes of membership and qualifications and requirements for each class of membership in its discretion, from time to time.

2.4 Liability of Members. A member of the Gallery is not personally liable for any of the Gallery’s debts, liabilities, or obligations, unless the member has agreed in writing to be liable for such debt, liability, or obligation.

2.5 Transfer of Membership. Except to the extent authorized by the Gallery’s Board of Directors, membership in the Gallery is neither transferable nor assignable.

### **ARTICLE III - BOARD OF DIRECTORS**

3.1 Number. The number of directors shall be determined by the Board of Directors from time to time, but there shall be a minimum of twelve (12) persons elected to the Board of Directors.

3.2 Election and Term. Each director will hold office for a term of three (3) consecutive years and until his or her successor has been appointed and qualified or until his or her resignation or removal. After the initial Board of Directors is appointed, then on a yearly basis the incumbent directors shall elect the members of the Board of Directors at the annual meeting of the Board of Directors. Directors will generally serve no more than three (3) consecutive three-year terms; however, Directors may be elected to additional terms.

3.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and such places as any majority of the directors may by resolution from time to time determine. Each director shall be provided with the times and places of each regular meeting, but a separate notice need not be given for each regular meeting. Unless otherwise determined by the Board of Directors, regular meetings of the Board of Directors shall be held bi-monthly.

3.4 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, the Executive Director, or the Executive Committee (if any); or when the President is required to call a special meeting upon written request by at least five (5) directors. Notice of any special meeting, which may be waived, shall be given by the Executive Director, in writing, not later than the day preceding the meeting.

3.5 Waiver. Attendance of a director at a meeting constitutes a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 Quorum. One-third (1/3) of the members of the Board of Directors then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. A vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors or of the committee.

3.7 Action Without a Meeting. Action may be taken by the Board of Directors or a committee thereof without a meeting if, before or after the action, all members of the Board of Directors or of the committee consent in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee.

3.8 Meetings by Electronic Communication. A member of the Board of Directors may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

3.9 Notice by Electronic Communication. A member of the Board of Directors or of a committee of the Board of Directors may consent to receiving written notice of any regular or

special meeting of the Board of Directors or a committee by providing written notice to the Secretary that such person consents to receiving electronic notice. Any such notice shall be effective unless and until consent is withdrawn in writing.

3.10 Compensation. Directors shall not receive any salaries for their services, but by resolution of the Board of Directors may receive reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by the director in his or her capacity as a director; provided, however, that these Bylaws do not preclude a director from serving the Gallery in some other capacity and receiving appropriate and fair compensation for such service. A director will abstain from voting on any question of expense payments or per diem compensation for himself or herself.

3.11 Removal. A director may only be removed with cause by a vote of a majority of the voting members of the Board of Directors then in office. Notice will be given to all Board of Directors that a purpose of a regular or special meeting will be to vote upon the removal of a director. Cause for removal shall include, but not be limited to:

- a. A director's repeated absences from board meetings;
- b. A failure at any time to meet eligibility requirements for service as a director;
- c. Conduct that adversely affects the Gallery or its operations, as reasonably determined by the Board of Directors;
- d. A violation of the Bylaws, rules, or regulations of the Gallery;
- e. A material breach of any contract with the Gallery;
- f. Engaging in conduct that is fraudulent; and
- g. A conviction of, or entering of a plea of guilty or no contest to, a felony or crime of moral turpitude.

Each director subject to a removal vote will receive written notice of the alleged facts constituting cause for removal 48 hours before the meeting at which a removal vote will be taken. The director will have the right to be heard regarding any accusations at any meeting during which such a vote is taken. The Board of Director's determination with respect to alleged facts constituting cause for removal will be final, conclusive, and binding upon all parties. If a director is removed, the vacancy on the Board of Directors shall be filled by the remaining directors.

3.12 Advisory Board Member. Upon resignation or retirement from the Board of Directors, a former Director may be elected as an Advisory Board member to the Board of Directors. An Advisory Board member shall not be a member of the Board of Directors, but may receive notice of all meetings of the Board of Directors, Board agendas, Board packages of information and Board minutes, and may attend and participate in the discussion of issues appearing before the Board, but shall not have the right to vote on any issue as a Board member.

An Advisory Board member may resign from the Advisory Board by sending a written notice of such resignation to the Gallery, and may be removed as an Advisory Board member by vote of the Board of Directors.

#### **ARTICLE IV - OFFICERS**

4.1 Officers. The officers of this Gallery shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an Executive Director. The Board of Directors may also appoint such other officers and agents as they shall deem necessary for the transaction of business of the Gallery.

4.2 Election and Term of Office. The Board of Directors shall elect officers, as needed, at the last regular meeting of the Board of Directors during each fiscal year, or as soon as practicable thereafter. Each officer shall serve a term of one (1) year. Any officer may be elected for an unlimited number of one-year terms. Except where an officer is appointed to fill a vacancy pursuant to Paragraph 4.4, below, each officer's term shall begin on the first day of the Gallery's fiscal year.

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4.5 Duties of Officers. The officers of the Gallery shall be charged with such duties and authority as usually appertains to such offices, except that the duties may be varied or added to by the Board of Directors. Unless altered by resolution of the Board of Directors, the specific duties of each office shall be as follows:

a. President. The President will be the principal executive officer of the Gallery. The President will preside at all meetings of the members and of the Board of Directors, and shall be the chairperson of the Executive Committee (if any).

b. Vice-President. The Vice-President will perform the duties and possess and exercise the powers of the President in the event of the President's absence or disability, and will perform such other duties as may be assigned by the Board.

c. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Gallery; receive and give receipts for monies due and payable to the Gallery from any source whatsoever, and deposit all such monies in the name of the Gallery in such financial institutions as are selected by the Gallery, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

d. Secretary. The Secretary shall keep the minutes of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records

and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

e. Executive Director. The Gallery shall employ a person to serve as the Executive Director of the Gallery, and the Executive Director shall be the chief operating officer of the Gallery and shall have such duties as would normally be associated with such a position plus other duties assigned by the Board of Directors and those outlined in the job description. The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Gallery.

f. Other Officers. The Board of Directors may appoint other officers. Those officers shall perform the duties assigned to them by the Board of Directors.

## **ARTICLE V - COMMITTEES**

5.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, task forces, work groups, forums, and other subgroups (each a “committee”).

5.2 Appointment of Committees. The Board of Directors or at its direction, the President, shall nominate the chairperson of each committee. The chairperson of each committee shall nominate the remaining members of that committee, and shall present the slate of nominated committee members to the Executive Committee (if any; and otherwise, to the Board of Directors). The Executive Committee (if any) shall present the slate of nominated committee members (including without limitation the chairpersons) to the Board of Directors for approval. The Board of Directors shall vote upon the slate of nominated candidates at its first regular meeting during each fiscal year. Notwithstanding the generality of the foregoing, the Board of Directors shall retain the authority to appoint or remove committee members at any regular or special meeting of the Board of Directors. The Executive Director shall be an ex-officio member of all Committees.

5.3 Term of Office. Except for ex-officio members who serve on committees by reason of their positions (e.g., officers), each committee member shall serve in that capacity until the end of the Gallery's fiscal year, unless the committee is sooner terminated, or the member is removed from the committee.

5.4 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.

5.5 Authority of Committees. A committee shall have and exercise such authority as is delegated to it by the Board of Directors. Notwithstanding the generality of the foregoing, no committee shall have the authority to:

- i. amend, alter, or repeal the Bylaws;



- ii. elect, appoint, or remove any member of the Board of Directors;
- iii. amend or restate the Articles of Incorporation;
- iv. adopt a plan of merger or plan of consolidation;
- v. authorize the dissolution of the Gallery or the revocation of a dissolution;
- vi. authorize the sale, lease or exchange of all or substantially all of the assets and property of the Gallery;
- vii. authorize the sale or lease of any assets or property of the Gallery, and most, a committee may recommend any such sale or lease, which only the Board of Directors has authority to approve, or
- viii. amend, alter, or repeal any resolution of the Board of Directors.

The designation and appointment of any committee and the delegation of authority to that committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or the director by law.

5.6 Reporting to Board of Directors. Each committee serves at the direction of, and shall report to, the Board of Directors. Written minutes of all committee meetings shall be delivered to the Board of Directors on a regular basis at intervals established by the Board of Directors, generally at or before the next regular meeting of the Board of Directors.

5.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the 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.

5.8 Meetings by Electronic Communication. A member of a committee may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

5.9 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

5.10 Standing Committees.

a. Board Development. The Board Development Committee shall consist of at least three (3) Directors and shall be responsible for recruiting and recommending to the Board, candidates for election to the Board and for election as Officers of the Gallery and shall be responsible for the annual Board orientation.

b. Finance. The Treasurer shall be Chair of the Finance Committee. The Finance Committee shall be responsible for reviewing the Gallery's budget, financial operations and all matters concerning the financial affairs of the Gallery and shall regularly report on its activities to the Board. The Finance Committee shall recommend financial policy positions and serve in an advisory capacity to the Board.

c. Fund Development. The Fund Development Committee shall be responsible for developing and implementing plans to raise the funds necessary to support the programs of the Gallery from, among other areas, individual contributions, special events, memberships and corporate and foundation grants.

d. Marketing and Public Relations. The Marketing and Public Relations Committee shall be responsible for developing and implementing comprehensive and continuous marketing and outreach activities which define the Gallery's identity and communicate its programs and art to the community and selected target audiences.

e. Personnel. The Officers of the Gallery shall serve as the Personnel Committee and shall be responsible for establishing and reviewing the personnel policies of the Gallery.

#### **ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Gallery, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Gallery, and such authority may be general or confined to specific instances.

6.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Gallery, shall be signed by such officer or officers, agent or agents of the Gallery and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.3 Deposits. All funds of the Gallery shall be deposited from time to time to the credit of the Gallery in such financial institutions as the Board of Directors may select.

6.4 Gifts. The Board of Directors may accept on behalf of the Gallery any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Gallery.

#### **ARTICLE VII - ADMINISTRATIVE PROVISIONS**

7.1 Fiscal Year. The fiscal year of the Gallery shall begin on July 1 and end of June 30, unless otherwise established by the Board of Directors.

7.2 Distribution of Assets on Dissolution. The dissolution of the Gallery shall be in accordance with the Articles of Incorporation, as amended or restated.

### **ARTICLE VIII - BOOKS AND RECORDS**

The Gallery shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Gallery may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE IX - INDEMNIFICATION**

The Gallery shall indemnify, to the extent and in the manner permitted by the Michigan Nonprofit Corporation Act, any person who is or was a director or officer of the Gallery for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being a director or officer. The Gallery may purchase and maintain insurance on behalf of all directors and officers which insures against any such liability to the extent available and to the extent permitted by the Michigan Nonprofit Corporation Act.

### **ARTICLE X - AMENDMENTS**

These Bylaws may be altered or amended only by a resolution of a majority of the Board of Directors.