

**BYLAWS OF THE COLES COUNTY ARTS COUNCIL**

Coles County Arts Council Bylaws Incorporated/Adopted 1984;  
Revised: 2015

**Coles County Arts Council****Preamble**

This organization is dedicated to fostering, promoting, and developing the arts, and historical and cultural heritage of Coles County, Illinois.

**Name**

The name of this not for profit organization as provided by its Certificate of Incorporation, shall be the Coles County Arts Council.

**Article I****Location**

**I - Section 1:** Principal Office. The Organization locates its principal office within the state of Incorporation as 520 Jackson Ave., Charleston Illinois, 61920.

**I - Section 2:** Registered Office. The registered office of the Organization required by law to be maintained in the state of Incorporation may be, but need not be, identical with the principal office of the Organization. The Board may change the address of the registered office from time to time.

**I - Section 3:** Other Offices. The Organization may have offices at such other places as the Board may designate or as the business of the Organization may require from time to time.

**Article II****Purpose**

**II - Section 1:** This body shall be a not-for-profit organization for the purpose of fostering, promoting, and developing the arts, and historical and cultural heritage of Coles County, Illinois.

**II - Section 2:** It shall further community participation in and appreciation for the arts, provide opportunities for developing artists' skills and expression, and offer fellowship with people

of similar interests. It shall promote professionalism and ethics within the industry.

**II - Section 3:** The Organization is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Organization is distributed to, or inures to, the benefits of its directors or officers.

**II - Section 4:** The Organization's purpose shall consist of doing all things and performing all acts permitted a not-for-profit Organization under Illinois law. The Organization constitutes a not-for-profit Organization, organized exclusively for educational and artistic purposes. No substantial part of the activities of the Organization shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements.) Notwithstanding any other provisions of the Certificate of Incorporation to the contrary, the Organization shall not carry on any other activities not permitted an Organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code.)

### **ARTICLE III**

#### **Powers**

**III - Section 1:** The Corporation shall have the power to register, own and protect the name of "Coles County Arts Council" or such other trade name or designation as may be appropriate for the work of the corporation.

**III - Section 2:** The Board may provide for a suitable seal containing the name of the Organization, of which the Secretary shall be in charge. The Treasurer, Secretary, or any Assistant may keep and use the seal or duplicates of the seal if and when the Board or a committee of the Board so directs.

**III - Section 3:** To solicit, accept, hold and administer contributions received by gift, deed, will, ordinance, statute or otherwise, as well as the proceeds of admission charges, either in trust or otherwise. To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs.

**III - Section 4:** To appoint such subordinate officers and agents in addition to a president, vice-presidents, secretary, and treasurer, as the business of the corporation may require.

**III - Section 5:** The Board of Directors shall have the power to contract such services as it deems necessary for the operation of the organization.

#### **ARTICLE IV DIVISIONS**

**IV - Section 1:** This Council shall consist of the following divisions, and such other divisions as may from time to time be established.

- a. Dance Arts
- b. Dramatic Arts
- c. Fiber Arts
- d. Historical Heritage
- e. Literary Arts
- f. Musical Arts
- g. Visual Arts

See the CCAC Personnel Manual for division chair duties

#### **Article V Original Incorporate members**

See Appendix A for the roster of incorporators

#### **Article VI Membership**

##### **VI - Section 1: Classifications**

- a. **Individual.** Those individuals desiring membership in the organization may join by paying the required dues.
- b. **Family/Couple.** Those families or couples desiring membership in the organization may join by paying the required dues.
- c. **Student/Senior.** Those full-time students and seniors, age 60 and above, desiring membership in the organization may join by paying the required dues.
- d. **Business.** Those individuals or organizations wishing to support the organization may join by paying the Patron or Benefactor required dues.

- e. **Patron, Sustaining Patron, and Benefactor.** Persons or organizations desiring membership in the organization may join at the Patron, Sustaining Patron, and Benefactor by paying the required dues.

Membership begins from the point of registration and continues through to the end of the membership year. Membership is renewable annually.

Other membership groups or classifications may be established by the Board from time to time.

#### **VI - Section 2: Professional Standards**

Conduct by members deemed to be inappropriate, including, but not limited to expressions of rudeness, obscenity, violence or hatred towards any member or guest at a CCAC event, or in the course of communication regarding official CCAC business, may result in the exclusion from participation in this organization and its activities, either for a specified period of time or permanently.

#### **VI - Section 3: Voting and Privileges**

Each individual member shall have one vote at the Annual Meeting of the full membership of the Council and Board of Directors. Routine annual business, including election of officers and board members, shall be transacted by a vote of the members in attendance. A plurality of the votes cast shall determine all elections and, except when the law requires otherwise, a majority of the votes cast shall determine all other matters.

#### **VI - Section 5: Fees**

Dues shall be determined by recommendation of the Board of Directors. No person shall be denied membership on the basis of race, color, gender, sexual orientation, age, religion, physical disability, or national origin.

#### **VI - Section 6: Records**

Membership records including but not limited to name, address, telephone numbers, and email addresses will be maintained by the Board of Directors. To protect the membership, the Board of Directors will use the records only for distribution of information as approved by the Board. The Board of Directors will not sell or otherwise share the records with outside parties without prior approval by the board. The Board of Directors shall not access the records for individual or personal use.

**VI - Section 7: Termination**

Termination of membership shall occur when a member so chooses by failing to pay dues. The Vice President Membership or membership committee shall notify the Council of termination as directed by the Board of Directors.

**Article VII  
Governance****VII - Section 1: Governance**

- a. The governance of the affairs of this Organization shall be vested in the Board of Directors and Executive Officers to be elected by the existing Membership at the Annual Meeting.
- b. All Officers and Board members shall maintain membership.
- c. The Board of Directors and Officers shall have full responsibility for the management of the business of the Organization. It shall determine the policies governing the administration and operation of the Organization. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the Organization.

**VII - Section 2: Directors**

- a. The number of directors of the Council representing the Divisions shall be not less than five (5), nor more than twenty (20).
- b. Each director shall serve for an open-ended term with possible renewal following an annual review.
- c. Each director shall make an annual declaration of continuance or resignation by three (3) months before the annual meeting.
- d. Each continuing director shall undergo an annual review two (2) months prior to the annual meeting.
- e. The review board shall consist of the president, president elect/past president, and one other division director appointed by the president.

**VII - Section 3: Officers**

- a. The officers of this Organization shall serve as the Executive Committee of the Board of Directors, and the said Executive Committee shall be empowered to act on behalf of the Board of Directors during periods of adjournment.
- b. The officers of this Organization shall consist of a President, Vice Presidents, Secretary and Treasurer.

- c. The Board of Directors shall have the power to appoint such supporting officers, as it deems necessary for the operation of the organization.
- d. The President shall serve a two (2) year term, following a one (1) year term as President Elect. After the term as President they shall serve a one (1) year term as Past President.
- e. The Vice-President Membership, Secretary and Treasurer, shall serve for an open-ended term with possible renewal following an annual review.
- f. Each officer shall make an annual declaration of continuance or resignation by three (3) months before the annual meeting.
- g. Each continuing officer shall undergo an annual review two (2) months prior to the annual meeting.
- h. The review board shall consist of the president elect/past president, one (1) division board member, and one (1) non-voting committee member.

#### **VII - Section 4: Duties**

The duties of the executive officers and division directors of the organization shall be those that usually pertain to their respective assignment, or those assigned to them as deemed advisable by the Board of Directors.

All executive officers and division directors of the organization shall maintain documentation and records of their activities. These records shall transfer to their respective replacement at the end of their term.

See the CCAC Personnel Manual for officer duties

#### **VII - Section 5: Nomination**

A Nominating Committee appointed by the acting Board shall prepare a slate of candidates for the Board of Directors, including the officers. Independent nominations may be made with the prior consent of the nominee.

#### **VII - Section 5: Removal**

Members of the Board of Directors and Officers may be removed and replaced at any time with or without cause by a vote of no confidence by the voting members of the board in a simple majority.

Any director or officer of the Organization may resign at any time by giving written notice to the Board or to the Secretary of the Organization. Any resignation shall take effect upon

receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

#### **VII - Section 6: Vacancies**

The Nominating Committee shall present to the Board of Directors candidates for openings or to fill unexpired terms whom shall, upon election by the Board, assume their positions, for the duration of a term or the un-expired term.

#### **VII - Section 7: Quorum**

- a. **Annual Meeting:** A quorum shall be a simple majority of all Council members present.
- b. **Regular Meetings:** A quorum shall be a minimum of five (5) Directors and Officers present.

#### **VII - Section 8: Annual Meeting**

- a. The Annual Meeting of the full membership of the Council, Officers and Directors, to be held at such time and place as determined by the Board, shall be for the purpose of transacting such business as may properly come before the general membership.
- b. The date for the Annual Meeting will be announced at least two months in advance. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the date of the notice of meeting shall be the record date for such determination of Members.

#### **VII - Section 9: Regular Meetings**

Meetings will generally be held monthly except if a meeting is postponed by consent of a majority present at the previous meeting or due to extreme circumstances or if the Board elects to schedule other meetings during a meeting. Written notice of meetings shall be provided to all board members, officers and supporting offices of the time, place, and date by telephone, mail, and email, facsimile or in person. The President of the Board, the Vice President Membership, or one-third of the directors then in office may call a special meeting of the Board. The person or persons authorized to call special meetings of the Board may fix any place, either in or out of Coles County, Illinois as the place for the meeting.

The person or persons calling a special meeting of the Board shall give written notice to each director of the time, place, date and purpose of the meeting of not less than three business

days if by mail and not less than 24 hours if by telephone, email, facsimile or in person. A director may waive notice of any special meeting, and any meeting shall constitute a legal meeting without notice if all the directors are present or if those not present sign either before or after the meeting a written waiver of notice, a consent to such meeting, or an approval of the minutes of the meeting. A notice or waiver of notice need not specify the purposes of the meeting or the business that the Board will transact at the meeting.

Except when expressly for the purpose of objecting to the legality of a meeting, a director's presence at a meeting shall constitute a waiver of notice of such meeting.

#### **VII - Section 10: Procedures**

Meetings shall be conducted using Robert's Rules of Order as a procedural guide while allowing for organizational needs through flexibility in meeting format.

If a member would like to present an issue for consideration, the member may contact a representative on the Board for inclusion on the agenda, or may introduce the topic during the meeting as new business. The Board President or representative conducting the meeting may provide up to five (5) minutes for one person to present in support of the issue, up to (5) minutes for one person to present against the issue, and then call for a vote if appropriate.

Where a vote of the Board is being taken and the Board so desires, Board members may vote by telephone, email, or facsimile.

A simple majority of directors and officers present is needed for approval of motions requiring a vote.

#### **Article VIII Committees**

**VIII - Section 1:** The Board of Directors shall have the power to create any committee deemed necessary, either as a Standing Committee or Special Committee, and shall have the power to appoint a Chair of any committee or to delegate such appointive powers to any other appropriate members. The Board President shall be an ex-officio member of all committees except the Nominating Committee. Standing Committees shall include, but are not limited to, Prelude Annual Meeting, Art Auction, Fundraising, and multiple Events/Programs Committees. The Board



may establish Ad Hoc Committees as appropriate per determination of the Board.

#### **VIII - Section 2: Duties**

The duties of the committee chairs of the organization shall be those that usually pertain to their respective assignment, or those assigned to them as deemed advisable by the Board of Directors.

See the CCAC Personnel Manual for committee chair duties.

All committee chairs of the organization shall maintain documentation and records of their activities. These records shall transfer to their respective replacement at the end of their term.

#### **VIII - Section 3: Nomination Committee**

- a. The Nominating Committee shall be appointed by the Executive Board with approval by the full board.
- b. The Nominating Committee shall investigate the qualifications and availability of persons who might serve as officers and members, and shall report its recommendations to the Board. The nominating committee shall meet as needed and serve a one-year term.

### **Article IX**

#### **Financial Matters**

**IX - Section 1:** No funds of the Organization shall be deposited in any name except that of the Organization and no funds of the Organization shall be invested without authority of the Board of Directors.

**IX - Section 2:** The fiscal year of the Organization shall begin on the first of January and end on the last day of December each year. The books of the Organization shall be balanced and audited after January 1 of each year by a committee appointed by the president or where possible a Certified Public Accountant, as needed.

**IX - Section 3:** No part of the income of the Organization shall ever be distributable to its directors or officers.

**IX - Section 4:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of

the Organization. The Board may make such authorization general or special.

Unless the Board has authorized such action, no officer or agent of the Organization shall contract for a loan on behalf of the Organization or issue any evidence of indebtedness in the Organization's name.

The Board will adopt an annual budget. The Board will establish and approve a disbursement policy each year for expenditures outside of the adopted budget.

The treasurer, president, and/or designated staff or such other persons as the Board shall determine shall issue all checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of or payable by the Organization.

The treasurer or other designated person shall deposit all funds of the Organization not otherwise employed in such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent or attorney of the Organization to whom the Board has delegated such power may select. For the purpose of deposit and collection for the account of the Organization, the President, Treasurer, designated staff, or any other officer, assistant, agent or attorney of the Organization whom the Board has authorized may endorse, assign, and deliver checks, drafts, and other orders for the payment of money payable to the order of the Organization.

The Board may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent or attorney of the Organization to whom the Board has delegated such power may select. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient.

#### **Article X**

##### **Tax Exempt Status**

This Organization qualifies as a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law): and all membership dues, gifts, donations,

memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code.

**Article XI  
Amendments**

The constitution/bylaws of this Organization may be amended or revised under the advice of the Officers and Board of Directors, by the affirmative vote of a simple majority of the general membership.

**Article XII  
Dissolution**

In the event of the dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, all assets shall be distributed to a similar not-for-profit Organization or foundation recognized as exempt under Section 501(c) 3 of the Internal Revenue Code.

**Article XIII  
Indemnification**

**XIII - Section 1:** The Organization may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a Member, director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not

opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful, except that the Organization shall make no indemnification in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**XIII - Section 2:** The Organization shall not indemnify any person in the absence of a court order, unless authorized in the specific case upon a determination that the Member, director, officer, employee or agent has met the applicable standard of conduct. One of the following shall make the determination: (a) the Board, by a majority vote of a quorum of directors not a party to the action, suit or proceeding; (b) absent a quorum or at the direction of a quorum of disinterested directors, independent legal counsel, by a written opinion; or (c) the Members.

**XIII - Section 3:** Notwithstanding the other provisions of this Article XIII, to the extent that a Member, director, officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section XIII-1 or Section XIII-2 of these bylaws, or in defense of any claim, issue or matter therein, the Organization shall indemnify him against expenses (including attorneys' fees) which he actually and reasonably has incurred in connection therewith.

**XIII - Section 4:** The Organization may pay expenses incurred in defending an action or proceeding in advance of the final disposition of such action or proceeding upon delivery to the Board of an undertaking of the indemnity to repay such amount, if the Organization ultimately determines that it should not indemnify him pursuant to the provisions of this Article.

**XIII - Section 5:** The indemnification provided by this Article shall not be deemed exclusive and is declared expressly to be nonexclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested directors or otherwise, both as to actions in his official capacity and as to

actions in another capacity while holding such office. In addition, the indemnification, provided by this Article, shall continue as to any person who has ceased to be a Member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **Article XIV**

##### **Insurance**

**XIV - Section 1:** The Organization shall purchase and maintain insurance including but not limited to property and general liability.

**XIV - Section 2:** The Board shall determine the need for other insurance including such insurance on behalf of any person who is or was a Member, director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a member, shareholder, director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Organization would have the power to indemnify him against such liability under the provisions of these bylaws.

#### **Article XV**

##### **Conflict of Interest**

**XV - Section 1:** No Board Member shall use his or her position, or the knowledge gained there from, in such a manner that conflict between the interest of the Organization and his or her personal interests arises. The conduct of personal business between any Board Member and the Organization is prohibited. Board Members may not obtain for themselves, their relatives or their friends, a tangible benefit of any kind from their association with the Organization. If a Board Member has an interest in a proposed transaction with the Organization in the form of a personal financial interest in the transaction or in any organization involved in the transaction, or holds a position as Board Member, Director or Officer in any such organizations, he or she must make full disclosure of such interest before any discussion or action upon such transaction.

**XV - Section 2:** If a Board Member or a member of that person's immediate family, receives money from, is a major contributor to, or serves as an advisor, Director or Trustee with an organization which may receive funds from the Organization, he or she must make full disclosure of such interest before any discussion or action is taken upon a pending grant request from that organization.

**XV - Section 3:** Any Board Member, who is aware of a potential conflict of interest with respect to any matter coming before the Organization, shall first state the conflict before any discussion of, or vote in connection with, the matter, and then abstain from voting.

**Article XVI**  
**Miscellaneous**

**XVI - Section 1:** In addition to the use of facsimile signatures that these bylaws specifically authorize, the Organization may use such facsimile signatures of any officer or officers, agents or agent, of the Organization as the Board or a committee of the Board may authorize.

**Appendix A**  
**1984 Incorporators**

The names and then residences of the incorporators are:

Mrs. Virginia Anderson\*  
 948 Sixth Street  
 Charleston, IL 61920

Cary I. Knoop  
 Art Department  
 Eastern Illinois University  
 Charleston, IL 61920

Mrs. Jackie Adkins  
 2431 E. Harrison  
 Charleston, It 61920

Richard vl. Lawson\*  
 D and D Hobbies  
 718 Monroe Street  
 Charleston, IL 61920

Mrs. Jacqueline Bennett  
 Jacqueline Bennett Dance  
 Center  
 875 11th Street  
 Charleston, IL 61920

Patricia H. Mahler  
 Homestead Studios  
 608 Sixth Street  
 Charleston, IL 61920

Donald R. CarMichael\*  
 Tarble Arts Center  
 Eastern Illinois University  
 Charleston, IL 61920

Paula G. Phillips\*  
 Attorney at Law  
 715 Monroe Street  
 Charleston, IL 61920

Mrs. Mildred Hofacker\*  
 Lincoln Highway Road  
 Charleston, IL 61920

Diann o'Brien Ridgeway\*  
 Union Depot: University Union  
 Eastern Illinois University  
 Charleston, IL 61920

DuWayne Hansen  
 Music Department  
 Eastern Illinois University  
 Charleston, IL 61920

Becky Sawyer Spoon  
 R.R. #4  
 Charleston, IL 61920

\*deceased