

## Governing Documents: Bylaws

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### ARTICLE I — NAME & PURPOSE

#### Section 1 — Name

The name of the organization shall be the “Arts Alliance of Greater Bloomington” (hereinafter the “Arts Alliance” or the “Alliance” or the “AAGB.”

#### Section 2 — Purpose

The AAGB is a nonprofit organization incorporated under the laws of the State of Indiana and operating under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The corporation is an inclusive, member-driven conjunction of artists, arts organizations, and arts advocates, organized exclusively for charitable and educational purposes. It is committed to furthering the arts, broadly defined, in and around Bloomington, as specified in its Mission statement.

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### ARTICLE II — MEMBERSHIP

#### Section 1 — Determination of Members

Membership shall be open to any individual or organization sharing the purposes of the organization and abiding by the policies of the organization. There is no limit on the number of members the Alliance may admit. Acceptance of application for membership by the Alliance shall constitute formal recognition of membership.

The Board of Directors may prescribe conditions for membership categories as desirable to further the objectives of the Alliance and to broaden its base of interest and participation, including establishment of non-voting categories.

#### Section 2 — Resignation & Termination

Any member may resign by filing a written resignation with the President and the Secretary. An individual may have his/her membership terminated for cause by a three-quarters vote of the Board of Directors.

#### Section 3 — Member Meetings

- A. **Annual Corporation Meeting**— Early in the fiscal year, the Corporation shall hold its annual meeting, as required under Federal Code 501(c)(3), at a time determined by the Board of Directors. At this meeting the voting members of the Corporation shall elect members of the Board of Directors and conduct such business as may properly come before them. The annual meeting agenda shall be made available to the general membership no less than twenty (20) days prior to the meeting. The agenda topics shall include reports on the past year’s activities and the direction of the corporation for the coming year. Members may submit questions or topics for discussion in advance to the President of the Board of Directors, or may raise such concerns as appropriate at the meeting.
- B. **Regular Meetings** – In addition to the mandatory annual meeting, other regular meetings may be called in the normal fulfillment of the organization’s mission.

- C. **Special Meetings** – Special meetings of the membership may be called for any reasonable and appropriate purpose by the President, by majority vote of the Board of Directors, or in response to a petition from at least 10% of the voting membership.

#### **Section 4 — Procedure for Member Meetings**

- A. **Notice** – The time and place of the annual meeting will be announced to the members twenty (20) days in advance of the meeting. The time and place of all other meetings of the membership will be announced two weeks prior to the meeting.
- B. **Quorum** – The voting members present at any properly announced Member meeting shall constitute a quorum, as long as at least a simple majority of Board of Directors members are present. Decisions, other than changes to the bylaws, may be decided by a majority of the voting members present at the meeting in which the vote takes place. Each voting member present will be entitled to one vote. Proxies are expressly disallowed.
- C. **Action** – Member action may be taken without a meeting if a ballot is distributed to each member entitled to vote on the matter. The ballot will set forth the proposed action(s), provide an opportunity to express approval or disapproval of each such action, and provide a reasonable time within which to return the ballot to the Alliance. Ballots may be provided through a range of delivery mechanisms including postal and electronic.

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### **ARTICLE III — BOARD OF DIRECTORS**

#### **Section 1 — Powers**

General executive power of the Arts Alliance shall be vested in the Board of Directors, under the authority of the laws of the State of Indiana and Internal Revenue Code 501(c)(3). In its capacity as the legal governing board, the Board of Directors shall establish the policies and supervise the operations of the Alliance.

#### **Section 2 — Duties**

The members of the Board of Directors, individually and collectively, shall:

- A. Oversee the activities of the Alliance, its officers and agents, and ensure compliance with all relevant laws of Indiana and the United States, the Bylaws and policies of the Alliance, and the mission of the Alliance.
- B. Delegate such authority to its agents and employees as are consistent with the provisions of these Bylaws and subsequent policies.
- C. Approve reasonable compensation, if any, for the Alliance’s officers, agents, and employees.
- D. Provide the Secretary of the Alliance with current addresses and contact information, as required by law.

#### **Section 3 — Composition**

- A. The Board of Directors shall aim in its composition to represent the entire artistic community, broadly and inclusively.
- B. The Board of Directors shall comprise no more than nineteen (19) members, each with a single vote.

- C. Representational distribution:
  - 1. Artistic category representatives: Up to two (2) members shall be designated to represent six areas of artist endeavor: Visual Arts, Literary Arts, Music, Theatre, Dance, and a Venues/Festivals/Producers Category.
  - 2. Arts Advocate Representatives: Up to four (4) members shall be designated to represent the areas of Arts Advocates, such as promoter, curators, educators, administrators and sponsors.
  - 3. At-large representatives: Up to five (5) members shall be designated to represent areas of artistic endeavor not readily encompassed by the previous categories and to represent the general mission of the Arts Alliance of Greater Bloomington.

#### **Section 4 – Eligibility for service**

Only voting Alliance members in good standing may serve as members of the Board of Directors.

#### **Section 5 — Terms & Limits**

- A. Board of Directors members are ordinarily elected at the annual meeting of the Alliance for two-year terms, under the terms set forth in the Alliance’s election policy.
- B. Additional members may be appointed by a majority vote of the serving Board of Directors to fill specific vacancies. The terms of such appointed members shall be for the remainder of the current election year.
- C. Any Board of Directors member may be granted a Temporary Leave of Absence, not to exceed 3 months in length, by a majority vote of the Board of Directors. The member shall not be considered a member of the Committee for quorum or voting purposes, but shall retain all rights of membership in the Alliance during the leave period.
- D. Board of Directors members may serve no more than five (5) consecutive terms. After an absence of one year, they shall again become eligible for election.

#### **Section 6 — Resignation & Removal**

- A. Resignations of Board of Directors members shall be tendered in writing to the President of the Board of Directors and the Secretary of the Alliance.
- B. A Board of Directors member may be removed for cause by a two-thirds vote of the total committee members.

#### **Section 7 — Meetings**

- A. The Board of Directors typically will meet monthly but shall meet at least quarterly.
- B. Regular meetings shall be announced to the Board of Directors and to the entire Alliance at least two (2) weeks in advance of the meeting.
- C. Board of Directors meetings shall be open to the public, unless closed by majority vote for Executive Session. Purposes suitable for Executive Session shall be limited to sensitive personnel issues or other such extraordinary matters whose nature is inappropriate for general discussion.
- D. Special meetings of the Board of Directors may be called by the Chair or by a majority of the entire Committee in order to attend to exigent situations whose nature requires immediate action. Such

meetings may be conducted by means of email or postal delivery.

- E. While proxies are specifically excluded, the Board of Directors may establish policies by which a virtual presence of one or more members is achieved in lieu of their physical presence, provided that all parties may contemporaneously hear the deliberations and votes of the entire committee so assembled.

### **Section 8 -- Quorum**

A majority of the Board of Directors shall constitute a quorum. Once the quorum is established, decisions shall be determined by a simple majority of those present at the meeting in which the vote takes place, except as otherwise specified in Article III.6.B.

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## **ARTICLE IV — OFFICERS**

### **Section 1 — Number**

The Officers of the Board of Directors and of the Alliance shall comprise two Executive Officers, President and Vice-President, and two Administrative Officers, Secretary and Treasurer.

### **Section 2 — Eligibility & Term of Office**

- **Eligibility** – The Board of Directors shall elect its officers from among its members, each of whom must meet the eligibility requirements of Article III.
- **Terms** – of Executive and Administrative Officer Positions shall be one (1) year, unless terminated by resignation, removal, or lapse of the eligibility requirements as specified in Article III. The Executive Officers and Administrative Officers shall be elected each year at the first meeting of the new board. Executive Officers may serve four (4) consecutive terms. The terms of the Administrative Officers shall be at the pleasure of the Board of Directors, unless terminated by resignation, removal, or a lapse of the eligibility requirements as specified in Article III.

### **Section 3 — Duties**

Officers shall perform all duties traditionally incident to their offices and such other duties as may be required by law, the Articles of Incorporation and Bylaws of the Alliance (as amended), and as directed appropriately by the Board of Directors and the membership of the Alliance. In particular:

- A. **President:** The President shall ordinarily schedule and chair all meetings of the Alliance and its Board of Directors. In addition, the President will normally provide leadership for the Alliance and serve as its chief representative to the general public.
- B. **Vice-President:** The Vice-President will normally assume the duties of the President as needed, or as directed by the Board.
- C. **Secretary** – The Secretary shall be responsible for maintaining all records of the Alliance and its Board of Directors, with the exception of those financial records maintained by the Treasurer or otherwise appropriately delegated to others. Those records shall include announcements, agendas, and minutes of meetings. In the absence of the President and Vice-President, the Secretary will ordinarily chair meetings of the Alliance and its Board of Directors.

- D. **Treasurer** – The Treasurer shall maintain all financial records of the Alliance, including all legal tax filings, and chair the Finance Committee. Other duties shall include delivery of regular reports to the Alliance and its Board of Directors of the Alliance’s financial status and the posting of such reports in the Alliance’s permanent archive. In the absence of the President, Vice-President, and the Secretary, the Treasurer will ordinarily chair meetings of the Alliance and its Board of Directors.

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## **ARTICLE V — COMMITTEES & INTEREST GROUPS**

### **Section 1 — Formation**

The Board of Directors may create committees and task forces as it deems necessary to advise its work. Such committees may include Alliance members as well as external experts.

### **Section 2 — Finance Committee**

There will be a standing Finance Committee responsible for oversight and advice about all fiscal matters. In addition, the Finance Committee will, in cooperation with staff and the full Board of Directors, ensure that the Alliance has strong fiscal procedures, fundraising plans, and the annual budget. The treasurer will chair the Finance Committee and convene regular meetings with at least two other individuals as appointed by the Board of Directors and make financial information available to members and the public.

### **Section 3 — Interest Groups (Guilds)**

Some Alliance members may decide to organize into an interest group (known as a guild). The Board of Directors may recognize such groups upon petition from the group. Interest groups may engage only in such activities as are consistent with the mission, goals, and ethics of the Arts Alliance. No interest group may contract any debt or obligation on behalf of the Alliance unless expressly authorized by the Board of Directors.

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## **ARTICLE VI — STAFF**

The Board of Directors may hire an Alliance Coordinator and/ or similar staff, delegating to her/him day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Board of Directors will create any job descriptions and designate duties as necessary.

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## **ARTICLE VII — CORPORATE FINANCES & RECORDS**

### **Section 1 — Fiscal Year**

The fiscal year of the corporation will begin on the first day of January and end the last day of December in each year.

### **Section 2 — Fiscal Policy**

The Board of Directors will adopt and from time to time review fiscal policy setting out formal procedure that will govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization’s fiscal operation. The fiscal policy will assure that the

Alliance will have sound financial controls that are appropriate, under generally accepted accounting principles. In addition:

- A. The Board of Directors must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. All funds of the Alliance will be deposited to the credit of the Alliance in such banks, trust companies, or other depositories as the Board of Directors may select.
- B. The Board of Directors will have the power to designate officers and agents to execute instruments on behalf of the Alliance. Unless so authorized, no individual will have power or authority to bind the Alliance. All authorized checks, drafts and any other orders for the payment of money will be signed in the name of the Alliance by the Chair, Treasurer, or other agent(s) authorized by resolution of the Board of Directors. Likewise, any contract, conveyance, or other instrument, will be signed by the Chair, or Treasurer and attested by the Secretary.

### **Section 3 — Indemnification**

This corporation will indemnify its Board of Directors members, officers, committee chairs, and volunteers to the extent permitted by law as provided in Indiana Code Title 23, Article 17, Chapter 16 or its successor provisions.

### **Section 4 — Corporate Records & Inspection Rights**

The Board of Directors or its designees will ensure that corporate records are maintained. Each member of the Alliance will have a reasonable right to inspect and copy Arts Alliance records and to inspect the physical properties of the Alliance. Both mandates are to be implemented as provided in Indiana Code Title 23, Article 17, Chapter 27 or its successor provisions.

### **Section 6— Annual Report**

The Board of Directors ensures an annual report is prepared and made accessible to the membership. The report will include financial statements showing income, expenditures, and assets as well as other elements as further defined by policy statements.

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## **ARTICLE VIII — AMENDMENTS**

These bylaws or articles of incorporation may be amended only with prior notice by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board of Directors announcements. Amendments modifying the Board of Directors (e.g., number, composition, term, or frequency of elections) can be made only by a simple majority of the Alliance voting membership.

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## **CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on October 11, 2011.

These bylaws were amended at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on January 7, 2015.

These bylaws were amended at a meeting of the General Membership by a simple majority vote on May 19, 2015.

These bylaws were amended at a meeting of the Board of Directors by a two-thirds (2/3) majority vote February 3, 2016.

These bylaws were amended at a meeting of the General Membership by a simple majority vote on March 21, 2022.