

Revised to increase board size from maximum of 9 to 20; approved by the board June 10, 2010  
May 2018 Editorial Changes, plus State of Michigan License Registration Requirements.

**BYLAWS OF  
BEAVER ISLAND CULTURAL ARTS ASSOCIATION  
A Michigan Nonprofit Corporation**

**Article 1  
Mission Statement/Purpose**

As stated in its Articles of Incorporation, the Corporation's mission and purpose are to present, produce and support cultural opportunities in the musical, literary and other art forms to engage and enrich the quality the quality of life of residents and visitors to Beaver Island. BICAA's signature event is the annual Baroque on Beaver Festival. BICAA solicits, receives and administers funds for reasonably related purposes as set forth in Section 501(c)3 of the Internal Revenue Code, including making distributions for such purposes to other organizations that qualify as exempt organizations under IRC Section 501(c)3.

**Article 2  
Offices**

The principal and registered offices of the Corporations shall be at such place within the State of Michigan as the Board of Directors may designate from time to time.

**Article 3  
Board of Directors**

**Board Membership.** The activities of the Corporation shall be governed and managed by a Board of Directors, which shall consist of no fewer than five and no more than twenty persons. The members of the first Board shall be appointed by the incorporators and serve for staggered terms ending at the second and third annual meetings after their appointment, as designated by the incorporators. Thereafter, successor directors shall be appointed by the Board of Directors for three-year terms, such that approximately one-third of the positions on the Board shall be filled each year. No person shall serve as a Director for more than three consecutive three-year terms. A Director may resign at any time by written notice to the Corporation, and any Director may be removed with or without cause, at any time by majority vote of the other members of the Board; in either event, the Board shall fill the vacancy created by the resignation or removal by appointing another person for the remainder of that person's term of office.

**Meetings.** The Board shall meet as frequently as it deems necessary and appropriated, but at least three times a year, and shall hold an annual meeting each year during the month of January. Written or electronically distributed notice of all Board meetings shall be given to all Directors at least seven days before date of meeting, but Directors can waive this requirement in writing or by so stating during a meeting that they attend, provided that such oral waiver is recorded in the minutes of that meeting. A Director who is unable to be physically present at a Board meeting may attend and participate fully from a remote location, by telephone call or other electronic connection and shall be counted in attendance the same if he/she were physically present,

provided that such arrangement is recorded in the minutes of the meeting. The Board may take any action it might take during any meeting except the annual meeting, without notice and without physically assembling in the same place, by telephone conference or e-mail communication, provided a written record of the action is kept, in the form of minutes of phone conference or printed compilation of e-mail messages, and placed with the official minutes for the Board of Directors.

**Quorum.** At least one-half of the Directors then in office shall constitute a quorum for transaction of any business by the Board, and actions approved by a majority of Directors attending a meeting at which there is a quorum shall constitute authorized action by the Board. For actions taken without a meeting, only an action approved by a majority of the Directors then in office shall constitute authorized action by the Board.

**Committees.** The Board may appoint such committees as it deems appropriate from time to time and they may include Board members and other persons but shall function only in an advisory capacity and shall have no authority to take official action in the name or on behalf of the Corporation.

**Compensation.** Members of the Board of Directors shall serve without compensations but may be reimbursed for expenses incurred in the performance of their duties as Directors, upon specific authorization by the Board.

**Conflicts of Interest.** If a Director has an affiliation with another organization that seeks to provide services or sell products to the Corporation, or has any other duality or conflict of interest, actual or apparent, such affiliation, duality or conflict shall be disclosed to the Board and made a matter of record. An affiliation with an organization will be considered to exist when a director, member of his/her immediate family or other close relative is an officer, director, trustee, partner, employee or agent of or has any ownership interest in or other substantial dealings with such organization. A Director with such affiliation or interest should not vote or use his/her personal influence on any matter related to dealings between the Corporation and the organization in question and should not be counted in determining a quorum for any meeting at which such a matter is voted upon, but he/she may express an opinion on or answer questions from other Directors about the matter under consideration. The minutes of a meeting at which any such matter is discussed or voted on should reflect the Director's disclosure, abstention from voting, and exclusion from quorum count.

**Indemnification.** All persons serving as members of the Board of Directors shall be protected and indemnified against personal liability for their actions as Directors in the manner and to the extent stated in Article VIII of the Articles of Incorporation, and the Board shall maintain adequate Directors and Officers liability insurance coverage.

#### **Article 4 Officers**

The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, and the Board may appoint such other officers (such as President, Assistant Secretary or Assistant Treasurer) as it deems necessary or appropriate from time to time. The first officers

shall be appointed by the Board at its first meeting and hold office until the first annual meeting; thereafter, the Board shall appoint them to one-year terms at the annual meeting. The same person may hold two offices, but shall not execute, acknowledge or verify an instrument that may be required by law to be executed, acknowledged or verified by two officers in more than one capacity.

The Chairperson shall preside at all Board meetings and perform such other duties as are typical of the office and assigned to him/her by the Board, including signing corporate documents, appointing employees, agents and independent contractors, determining their duties and setting their compensations, and having general control over corporate activities in accordance with directives and actions of the Board.

The Vice Chairperson will preside at Board meetings and otherwise perform the duties of the Chairperson in the latter's absence.

The Secretary shall keep minutes of Board meetings, provide notices of meetings to Board members as required by law, the Articles and the Bylaws, and perform such other duties as are usual to such office and assigned by the Chairperson or Board.

The Treasurer shall oversee all financial activities of the Corporation, including having custody of Corporate funds, payment of Corporate obligations from such funds, keeping complete, accurate records of all Corporate financial transactions and presenting regular reports thereof to the Board, and such other duties as are usual to such office and are assigned to the Treasurer by the Chairperson or Board. All records, papers, funds, and other property of any kind belonging to the Corporation and in the Treasurer's custody shall be returned to the Corporation upon his/her resignation, removal from office or death.

## **Article 5 Corporate Organization and Documents**

The Corporation shall exist as a non-profit, 501(c)3 organization on a continual basis. Should the Corporation dissolve, all assets, and real and personal property will revert to another non-profit, 501(c)3 organization.

No Director, officer, agent, employee or attorney-in-fact shall sign any document on behalf of the Corporation unless authorized to do so by the Board of these Bylaws.

## **Article 6 Finances**

**Fiscal Year.** The fiscal year of the Corporation is January 1 through December 31.

**Budget.** The Chairperson and Treasurer shall present to the Board a proposed budget for the next fiscal year no later than the last meeting in each calendar year. The Board shall adopt the budget which such changes as it deems appropriate.

**Expenditures & Debts.** No expenditure shall be made that is not in accordance with the budget unless it is approved by the Board. No Director or officer may sign any instrument of indebtedness on the Corporation's behalf without specific authorization from the Board as defined by its financial management policies and procedures or any approved delegation of authority.

**Annual Financial Report.** The Treasurer shall oversee preparation and presentation to the Board for its approval within ninety days after the close of each fiscal year an annual report for that fiscal year and shall prepare or cause to be prepared any tax returns legally required to be filed by the Corporation, present such returns to the Board for its review and approval, and after approval shall file them by the applicable due date, original or extended.

**Article 7  
Rules of Order**

Board Meetings shall be governed and conducted in accordance with Roberts Rules of Order or such rules as the Board may adopt from time to time.

**Article 8  
Amendments**

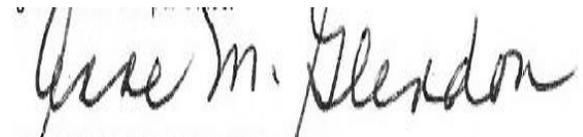
The Board of Directors may amend or repeal these Bylaws, or adopt new ones, at any Board meeting, but only if notice setting forth the terms of the amendment, intent to repeal, or complete contents of the new Bylaws has been given in accordance with the requirements of Article 3.

Adopted by the Incorporators,  
this 24TH day of MAY, 2018



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Signed by Therese Hodges  
BICAA Board Secretary



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Anne Glendon  
BICAA Board Chair