

LSAA, INC./Doing Business As (DBA) Lake Superior Art Association

BYLAWS

Adopted 1989; Revised September 2023; Amended September 17, 2024; Amended March 18, 2025

1.0 NAME

The name of this corporation shall be LSAA, Inc., DBA Lake Superior Art Association.

2.0 PURPOSE

The purpose for LSAA, INC is to operate exclusively for charitable and educational purposes as an independent, non-profit tax exempted corporation to promote and encourage development of visual arts and artists in the Marquette County area through programs and services directed towards appreciation of and participation in the visual arts. The purpose specified above shall be the exclusive purpose of the corporation. This corporation shall not conduct or carry on any activities not permitted as an exempt organization (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

3.0 LOCATION

The principal office of the corporation shall be in Marquette, Michigan or in the Marquette County area unless otherwise designated by the Board of Directors.

4.0 MEMBERSHIP

4.1. Membership in this corporation shall be open to anyone who supports the arts and arts education in our community.

4.2 Membership shall be made available without regard to sex, race, color, creed, national origin, age, or disability.

5.0. MEMBERSHIP DUES

5.1 The corporation shall have the right to collect dues from the membership in such manner as provided for in the By-laws of the corporation.

5.2 Annual dues will be determined by the Executive Board at the annual meeting in September for the following year January 1st to December 31st.

5.3 Membership dues must be paid in January each year. Any member who has not paid dues by March 1 of each year will lose membership privileges.

5.4 A member needs to be in good standing in order to vote or to run for a position on the Executive Board.

6.0 MEMBERSHIP MEETINGS

6.1 MEMBERSHIP MEETINGS: At least six membership meetings shall be held each year, the date and place of each meeting to be decided by the Executive Board. The traditional meeting months are September (Annual Meeting), October, January, February, March and April with programs.

6.2 ANNUAL MEMBERSHIP MEETING: **One** of the six membership meetings will be the annual membership meeting and shall be in September of each year. All annual reports covering the previous year shall be presented at each annual membership meeting.

6.3 The Nominating Committee shall mail or e-mail the membership a slate of officers at least two weeks prior to the Annual Membership Meeting in September.

6.4 QUORUM- A quorum shall consist of twenty (20) members for voting.

7.0 EXECUTIVE BOARD

7.1 OFFICERS: The Executive Board shall consist of eleven (11) members: President, Vice-President, Secretary, Treasurer, Web Manager, Communications Manager, Past President and four (4) Members at Large for a total of eleven members. Affairs of the corporation shall be conducted by the Executive Board.

7.2 TERMS: Officers shall be elected by a majority vote of the members at the annual meeting of the corporation in September. The manner of voting will be decided and implemented by the Executive Board whether it be by present/proxy, mail, or electronically online.

7.3 The officers shall serve for a term of three (3) years or until their successor shall be chosen and installed. The terms shall ideally be staggered so that all terms are not expiring at the same time. Any vacancy in office during a term shall be filled by the Board as soon as possible, preferably at the next regular meeting. No officer shall serve in that capacity more than three consecutive terms.

7.4 DUTIES: The primary duties of the Executive Board shall be to oversee the business of the corporation, to assist with program development, to establish policy and provide oversight of the finances of the corporation to be consistent with the Articles of Incorporation in good faith.

7.5 ELIGIBILITY REQUIREMENTS: All nominees to Executive Board positions must be a member in good standing of LSAA, INC. for no less than 12 months prior to the time of nomination.

7.6 COMPENSATION: Members of the Executive Board shall receive no compensation for their services as such unless appointed or contracted as an Independent Contractor.

7.7 OTHER COMMITTEES: The Executive Board may establish committees as it deems necessary.

7.8 ANNUAL BUDGET: The Executive Board shall prepare an annual budget to be presented and approved by the members of the corporation at the annual meeting.

8.0. EXECUTIVE BOARD MEETINGS

8.1 MEETINGS: The Executive Board shall meet monthly except for the months of November, December, April and July. Notification shall be a month before each meeting to be held unless otherwise directed by the President.

8.2 In addition, the President may call special meetings of the Executive Board upon notification of all officers.

8.3 QUORUM: A quorum of the Executive Board shall consist of a majority of the Board as then duly constituted. In addition, one officer must be present for the Executive Board to conduct business.

8.4 Provided that the quorum conditions set forth above are met, a vote of the majority present constitutes the action for the Executive Board unless the vote of a larger number is required by law, the Articles of Incorporation or the By-Laws of the Corporation.

9.0 EXECUTIVE BOARD ATTENDANCE

9.1 Attendance at board meetings by officers is mandatory. If any individual board member has three consecutive absences, said member may be removed from the Executive Board by the discretion of the remaining two-thirds majority of the Executive Board.

9.2 Prior to removal, the board member whose removal is proposed shall be given the opportunity to be present and to be heard at a meeting of the Executive Board at which such removal is considered. Notice to the involved board member shall be given in writing thirty (30) days prior to said meeting.

10.0 OFFICERS DUTIES

10.1 The duties of the officers shall be such as are implied by their respective titles unless specified otherwise in the Bylaws. The duties set forth below for each officer shall be inclusive and not exclusive.

10.2 PRESIDENT. The President shall be the chief presiding officer at all membership meetings of the corporation, shall preside at all meetings of the Executive Board, and shall have general supervision of the affairs of the corporation.

The President shall coordinate the work of the officers and committees of the corporation, shall be responsible for the appointment of committees, and shall be ex-officio member of every committee except for the Nominating Committee.

The President shall maintain liaison with the local community and the arts community at large, having in mind the purpose of the corporation as set forth in its Articles of Incorporation.

The President shall have the authority to sign, execute, and acknowledge on behalf of the corporation all contracts, deeds, conveyances and other instruments as authorized by the Executive Board for the proper transaction of the business of the corporation.

10.3 VICE PRESIDENT. The Vice President shall act in the absence or disability of the President and perform such other duties as may be assigned by the President or Executive Board. In the absence or disability of the President, the execution by the Vice President on behalf of the corporation of any instrument shall have the same force and effect as if it were executed on behalf of the corporation by the President.

10.4 SECRETARY. The Secretary shall be responsible for keeping the corporation records and shall be the custodian of all books and papers relating to the business of the corporation, except those of the Treasurer. The Secretary shall be present at each meeting of the Executive Board and shall keep minutes of each such meeting, report at each such meeting, take minutes at all membership meetings and keep said minutes available for the members of the corporation, and keep a list of all committees.

10.5 TREASURER- The Treasurer shall have general charge of the finances of the corporation. When necessary and proper and with appropriate authority from the Executive Board, the Treasurer shall endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidences of payment of money to the corporation or coming into the possession of the Treasurer, in such bank or banks as may be selected by the Executive Board.

The Treasurer shall keep a full and accurate account of all receipts and disbursements of the corporation and books belonging to the corporation which books shall be open at all time to the inspection of the Executive Board and at the annual meeting of the membership of the corporation. The Treasurer must have knowledge and experience in accounting, the use of QuickBooks or Excel, and PayPal.

10.6 WEB MANAGER is responsible for the upkeep and updating of the lakesuperiorartassociation.org website.

The Web Manager must have (1) working knowledge of WordPress, including third party plugins, such as Elementor, (2) familiarity with web hosting and domain registration procedures, (3) an understanding of basic SEO strategies, (4) basic photo editing skills, (5) good writing skills, (6) fluency with Microsoft Word and Excel software, and (7) basic art and design skills.

The Web Manager shall stay current with all arts information that will inform all members and the public of our mission to promote and encourage development of visual arts and artists in the Marquette County area through programs and services directed towards appreciation of and participation in the visual arts.

10.7. COMMUNICATIONS MANAGER/KIOSK EDITOR

Communications Manager/Kiosk Editor must have the ability to (1) produce and distribute *The Kiosk* (the organization's newsletter) in digital and printed formats, if requested, (2) send email announcements to members regarding program dates and times, upcoming shows and exhibits, deadlines, or other information that may benefit members, with prior approval of the President, (3) work with the Membership Committee to send out annual membership forms before January of each year, and (4) be a member of the Communications Committee and share pertinent information, in a timely manner, with other committee members, especially the Web Manager.

10.8 PAST PRESIDENT. The Past President shall guide and mentor the incoming President regarding duties and supervision for the business of the corporation.

11.0 STANDING COMMITTEES.

11.1 STANDING COMMITTEES: The following shall be standing committees of the corporation:

- A. THE PROGRAM COMMITTEE which shall be responsible for planning and providing timely programs for the benefit of the membership and shall include such children's programs as AOR's Pebble Corner and Dog Dayz. In addition, the committee is responsible for surveys for each program so that the corporation can apply for grants.
- B. THE EXHIBIT COMMITTEE which shall be responsible for planning and presenting membership/special exhibitions with a reception.
- C. NOMINATING COMMITTEE which shall be responsible for and perform those functions set forth in the Articles and Bylaws of the corporation.
- D. ARCHIVES COMMITTEE whose Chair shall be known as the Historian and who shall be responsible for maintaining the files in order, preserving publicity materials, and maintaining a history of the organization and its activities.
- E. COMMUNICATIONS COMMITTEE which shall be responsible for publicizing the events of the corporation including traditional media, social media and the website. The Communication Manager will be a member of the Communications Committee and share pertinent information, in a timely manner, with other committee members,

especially the Web Manager. The media to be covered should include the *Mining Journal*, *Marquette Monthly*, the City of Marquette's *Compass*, WLUC TV 6 and NMU Radio 90's Arts Program/interviews, print media, and social media, including *Facebook*, and *Instagram*.

- F. MEMBERSHIP COMMITTEE which shall be responsible for the renewal of current members yearly and recruiting new members for the corporation and to identify and engage their specific interests for a committee.
- G. ART ON THE ROCKS COMMITTEE which shall support, guide, and approve policy for the Director of Art on the Rocks. The Program Chair will be included on this committee.
- H. FUNDRAISING COMMITTEE which shall pursue ways to financially support the corporation, including sponsorships, donations, raffles, grocery store receipts and other means.
- I. FRESH COAST PLEIN AIR PAINTING FESTIVAL COMMITTEE which shall support, guide, and approve policy for the Director of the Fresh Coast Plein Air Painting Festival. The Program Chair will be included on this committee. (Added 9/17/2024)

11.2 COMMITTEE MEMBERSHIP: Each committee (except the Nominating Committee) shall have at least one Executive Board member plus appointed members from the membership to help fulfill the Articles of Incorporation.

11.3 All committee members must be current members of good standing and shall operate at the direction of and report to the Executive Board.

11.4 The Executive Board member on each committee shall prepare to give a committee report at each board meeting and keep a written record of its acts and proceedings which shall be submitted as record at the Annual Membership meeting. These records are the property of LSAA, INC. Each committee shall have the power to adopt such rules as may be necessary.

12.0. NOMINATING COMMITTEE

12.1 At the February meeting of the corporation, a Nominating Committee of three Executive Board members shall be elected by a majority vote of the members of the corporation present. It shall be the duty of this committee to nominate candidates for the offices to be filled at the September Annual Meeting and to act throughout the year to make nominations to fill vacancies as required. If the Past President vacates the office, it will be filled by a Member at Large to fulfill the eleven members board.

12.2 The Nominating Committee shall be formed and shall report at regular scheduled meetings and at such other times as vacancies shall require.

12.3 SLATE: The Nominating Committee shall present, in writing or email, a slate of officers from the membership of the corporation at least two weeks prior to the Annual Membership Meeting in September.

12.4 Before any election, the President will call for additional nominations from the floor to be added to the slate and a vote will be taken.

12.6 The newly elected Officers shall take office immediately following their election.

13.0 CONDUCTING BUSINESS:

13.1 CONTRACTS. The Executive Board shall have the power to authorize and enter into services on behalf of the corporation with Independent Contractors. Such authorization shall be limited to the specific transaction requiring such authorization.

These Independent Contractors may be hired by the Board to facilitate the mission of LSAA, INC. (Director of Art on the Rocks, Pebble Corner, Assistant to the President, Grant Writer, Attorney, etc.) and the amount of compensation, if any. Independent Contractors who have Executive Board approval must fill out a W-2, if the compensation received is over the amount required by the IRS.

To this end the Executive Board may engage an Administrator to the President who shall formulate and carry out business policies submitted to the Board for approval to enter into all contracts required as may be necessary to conduct the business of the corporation.

13.2 LOANS. No evidence of indebtedness shall be issued in the corporation name unless authorized by the Executive Board. Such authorization shall be limited to the specific transaction giving rise to the need for such authorization.

13.3 CHECKS. All checks and drafts and other orders for payment of funds shall be signed by the Treasurer or Director of Art on the Rocks.

13.4 DEPOSITS. All funds of the corporation shall be deposited promptly to the credit of the corporation and in such banks or other depositories as the Executive Board shall select.

13.5 DONATIONS/GIFTS. The Executive Board shall accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or any special purpose of the corporation. No money or pledge to the corporation shall be used for any purpose other than those stated in the Articles of Incorporation.

13.6 Audit: The books and records of accounts **may be reviewed and/or audited** each year by an independent public accountant selected by the Executive Board. **A yearly review of accounting records will be performed by the treasurer and president or the president's designee.**

14.0 EARNINGS All income and earnings of the corporation shall be used exclusively for the purpose of the corporation, and no part of the net earnings or net income of the corporation shall insure the benefit or profit of any member, private individual, firm, corporation, partnership, or association.

15.0 AMENDMENTS TO BYLAWS.

15.1 The Bylaws may be amended, adopted, or repealed by a 2/3 vote of all members present at any regular or special meeting. Notification of the proposed amendment to the bylaws having been submitted in writing and read to the Association at a regular member's meeting at least four (4) weeks before being voted upon.

15.2 The manner of voting will be determined and implemented by the Executive Board. Traditionally, the method is--in person voting with the option of a mail in proxy upon request. If the alternative method of electronic voting is selected and implemented, it will become the exclusive manner of voting. The vote and tabulation will be conducted by an independent service with no ties or familiarity with LSAA, Inc. in order to avoid any possibility of vote tampering.

16.0 DISSOLUTION

16.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

16.2 In the event that LSAA, INC. dissolves or ceases to qualify as a charitable organization, the assets of LSAA, INC. shall after payment or making provision for payment of any liabilities properly chargeable to LSAA, INC shall be distributed to Northern Michigan University Foundation for the Lake Superior Art Association Endowed Scholarship.

16.3 If NMU Foundation Board is not a qualified charitable organization at the time of LSAA, INC. dissolution, said assets shall be distributed in such manner and to such organization or organizations in the Marquette County community as satisfy the requirements of a qualified charitable organization and serve purposes like those of LSAA, INC as determined by the Board of LSAA, INC.

17.0 INDEMNIFICATION AND LIMITATION OF LIABILITY

17.1 ASSUMPTION OF LIABILITY. The Corporation may assume all liability to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer to the extent permitted by law.

17.2 THIRD-PARTY INDEMNIFICATION. The Corporation may indemnify any director, officer, employee, non director volunteer or agent of the Corporation, who was or is serving at the request of the Corporation, 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 Corporation) by reason of the fact that he or she is or was a director, officer, employee, non director volunteer or agent of the Corporation to the extent permitted by law.

17.3 INDEMNIFICATION TO CORPORATION. The Corporation may indemnify any director, officer, employee, non director volunteer or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation.

A director or volunteer officer shall not be indemnified or otherwise protected from liability to the Corporation for money damages for any action taken or any failure to take any action as a director or volunteer officer for any of the following:

- (i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- (ii) Intentional infliction of harm on the Corporation.
- (iii) A violation of section 551 (participating in illegal dividends, distributions, or loans).
- (iv) An intentional criminal act.
- (v) A liability imposed under section 497(a) (liability imposed upon termination of a derivative proceeding due to it being started or maintained in bad faith or without reasonable cause).

17.4 INSURANCE. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability listed in section 17.3. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Submitted by the Bylaws Committee: Lynn Buckland Brown, Diane Kordich and Carolyn Snyder on this day August 7, 2023. Amended September 17, 2024.