

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

BYLAWS

Adopted 1989; Revised September 2023; Amended September 17, 2024; Amended March 18, 2025; Amended October 21 2025

1.0 NAME

The name of this corporation shall be LSAA, Inc., DBA Lake Superior Art Association (“the Corporation”).

2.0 PURPOSE

The purpose for the Corporation 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. The 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 the 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 gender, 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.

5.2 Annual dues and membership policies will be determined by the Board of Directors.

5.3 A member shall be in good standing in order to vote or to run for a position on the Board of Directors.

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 Board of Directors. The traditional meeting months are January, February, March, April, September, and October.

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

6.3 At least two weeks prior to the annual membership meeting, the Nominating Committee shall mail or e-mail to the membership the slate of Directors for the upcoming year.

6.4 QUORUM: A quorum at the annual meeting shall consist of twenty (20) members for voting.

7.0 BOARD OF DIRECTORS

7.1 DIRECTORS: The Board of Directors shall consist of seven (7), nine (9), or eleven (11) Directors. Affairs of the Corporation shall be conducted by the Board of Directors.

7.2 TERMS: Directors 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 vacancies during a term shall be filled by the Board of Directors. Directors shall be elected by a majority vote of the members at the annual meeting of the Corporation. The manner of voting will be decided and implemented by the Board of Directors whether it be by present/proxy, mail, or electronic transmission.

7.3 OFFICERS: Officers of the Corporation shall include the President, Vice President, Secretary, and Treasurer as designated by the Board of Directors.

7.4 DUTIES: The primary duties of the Board of Directors 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 the Board of Directors must be a member in good standing of the Corporation for no less than 12 months prior to the time of nomination.

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

7.7 MANAGERIAL POSITIONS AND COMMITTEES: The Board of Directors may designate managerial positions such as Web Manager, Communications Director, and Program Director, and establish committees as it deems necessary.

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

8.0. BOARD OF DIRECTORS MEETINGS

8.1 MEETINGS: The Board of Directors 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 The President may call special meetings of the Board of Directors upon notification of all directors.

8.3 QUORUM: A quorum of the Board of Directors shall consist of a majority of the Board as then duly constituted. In addition, one officer must be present for the Board of Directors 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 Board of Directors unless the vote of a larger number is required by law, the Articles of Incorporation, or the Bylaws of the Corporation.

9.0 BOARD OF DIRECTORS ATTENDANCE

9.1 Attendance in person or via remote connection at board meetings by board members is mandatory. If any individual board member has three consecutive absences, said member may be removed from the Board of Directors by the discretion of the remaining two-thirds majority of the Board of Directors.

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 Board of Directors 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 Board of Directors, 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 Board of Directors 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 Board of Directors. 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 Board of Directors 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. The Secretary is also responsible for ensuring that necessary State and Federal compliance reports are filed in a timely manner.

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 Board of Directors, 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 Board of Directors.

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 Board of Directors and at the annual meeting of the membership of the Corporation. The Treasurer must have knowledge and experience in accounting, and the use of necessary technology tools.

11.0 STANDING COMMITTEES

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

- A. PROGRAM COMMITTEE which shall be responsible for planning and providing timely programs for the benefit of the membership and the community. In addition, the committee is responsible for surveys for each program so that the Corporation can apply for grants.
- B. EXHIBIT COMMITTEE which shall be responsible for planning and presenting membership exhibits, special exhibits, and exhibit receptions.
- C. NOMINATING COMMITTEE which shall be responsible for and perform those functions set forth in Section 12 of the 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 in traditional media, social media, the organization's website, and via email to members. The Communications Director will chair the Communications Committee and be responsible for publishing The Kiosk newsletter. The Web Manager will be a member of the Communications Committee and responsible for maintaining a website for the Corporation.
- 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.

11.2 COMMITTEE MEMBERSHIP: Each committee (except the Nominating Committee) shall have at least one Board of Directors 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 Board of Directors.

11.4 The Board of Directors 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 the Corporation. Each committee shall have the power to adopt such rules as may be necessary.

12.0. NOMINATING COMMITTEE

12.1 A Nominating Committee of three members shall be designated by the Board of Directors. It shall be the duty of this committee to nominate candidates for the directorships to be filled at the Annual Meeting and to act throughout the year to make nominations to fill vacancies as required.

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: At least two weeks prior to the annual membership meeting, the Nominating Committee shall present to the membership, in writing or email, a slate of Directors for the upcoming year. Before any election, the President will call for additional nominations from the floor to be added to the slate.

12.4 The newly elected Directors shall take office immediately following their election.

13.0 CONDUCTING BUSINESS

13.1 CONTRACTS: The Board of Directors shall have the authority to approve and enter into contracts on behalf of the Corporation. The Board may authorize officers or other agents to sign specific contracts or agreements when needed. Such authorization shall be limited to the specific transaction requiring such authorization.

The Board of Directors may hire and set compensation for Independent Contractors such as Director of Art on the Rocks, Assistant to the President, Grant Writer, Accountant, or Attorney, to facilitate the mission of the Corporation. Independent Contractors who have Board of Directors approval must fill out a 1099-NEC, if the compensation received is over the amount required by the IRS.

The Board of Directors 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 Board of Directors. 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 President.

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 Board of Directors shall select.

13.5 DONATIONS AND GIFTS: The Board of Directors 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 Board of Directors. A yearly review of accounting records will be performed by the Treasurer and President or the President's designee.

14.0 EARNINGS

14.1 All income and earnings of the Corporation shall be used exclusively for the purpose of the Corporation, and no part of the net earnings of 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 to the membership at a regular member's meeting or via email at least four (4) weeks before being voted upon.

15.2 The manner of voting will be determined and implemented by the Board of Directors. Traditionally, the method is in-person voting with the option of a mail in proxy upon request. The Board of Directors may authorize voting by mail, electronic means, or in person for any membership vote. The Board may use one or more of these methods simultaneously, provided that each member has an equal opportunity to participate and only one vote is counted per member. Procedures for distributing, collecting, and verifying ballots shall be established by the Board of Directors to ensure fairness and integrity.

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 the Corporation dissolves or ceases to qualify as a charitable organization, the assets of the Corporation shall after payment or making provision for payment of any liabilities properly chargeable to the Corporation 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 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 the Corporation as determined by the Board of Directors.

17.0 INDEMNIFICATION AND LIMITATION OF LIABILITY

17.1 INDEMNIFICATION: To the fullest extent permitted by the Michigan Nonprofit Corporation Act, the Corporation shall indemnify any director, officer, employee, or volunteer against expenses (including reasonable attorney's fees) actually and reasonably incurred in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was serving the Corporation in such capacity, provided that the individual acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to criminal actions or proceedings, had no reasonable cause to believe the conduct was unlawful.

17.2 INSURANCE: The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or volunteer of the Corporation against any liability, whether or not the Corporation would have the power to indemnify such person under the provisions of this Section. Any indemnification provided by the Corporation shall be secondary to the coverage provided by such insurance, which shall be the primary source of coverage.

17.3 The indemnification provided in this Section shall continue for a person who has ceased to be a director, officer, employee, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such person.

17.4 LIMITATION OF LIABILITY: To the fullest extent permitted by the Michigan Nonprofit Corporation Act, a volunteer director, officer, or volunteer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any action taken, or any failure to take action, as a director, officer, or volunteer, except for liability arising from (a) a financial benefit received by the person to which they are not entitled, (b) intentional infliction of harm on the Corporation or its members, (c) an intentional criminal act, or (d) an intentional violation of law.

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

Amended September 17, 2024.

Amended October 21, 2025.