

**BY-LAWS OF
SAINT JOSEPH ARTS, INC.**

**ARTICLE I
NAME**

The name of this Corporation shall be Saint Joseph Arts, Inc.

**ARTICLE II
PURPOSE**

Saint Joseph Arts, Inc. seeks to provide the residents of our region with cultural and educational opportunities as a method of enriching the quality of life in northeast Louisiana.

**ARTICLE III
MEMBERSHIP**

The Membership of this Corporation shall consist of those categories listed below. They shall comply with the requirements for membership as approved by the Board of Directors. Membership in the Corporation will be accepted after meeting any requirements set by the Board of Directors and upon payment of any dues which may be levied and approved by the Board of Directors.

A. Classes of Membership

Saint Joseph Arts, Inc. shall consist of three classes of membership. The Board of Directors shall establish such services, membership regulations, terms of membership and dues as it may deem desirable, from time to time, for each class of membership.

1. The three kinds of membership are:

- (a) Individual
- (b) Organization
- (c) Corporation

2. Categories:

- Subscribing
- Bronze
- Silver
- Gold
- Platinum
- Emerald
- Diamond

B. Terms of Membership

Members shall enjoy membership in Saint Joseph Arts, Inc. for the current fiscal year from the date of approval of their membership. Dues shall be payable upon application for membership and at the beginning of each fiscal year.

Honorary Membership shall be for life.

**ARTICLE IV
CLASSIFICATION OF MEMBERSHIP AND COMPOSITION
OF THE BOARD OF DIRECTORS**

A. Powers

Saint Joseph Arts, Inc. shall be administered by a Board of Directors which shall have all corporate powers necessary to transact the business and accomplish the purposes of the Corporation from any source, the power to own, buy, sell, mortgage, lease, exchange, manage or otherwise control and dispose of the assets of the Corporation, both movable and immovable, and power to borrow such sums as deemed advisable, with or without security, on such terms and conditions as it shall see fit. (Article V and Article IX).

The Board of Directors shall plan, coordinate, evaluate and administer the programs of the Corporation and shall have the sole authority to engage Professional Staff as deemed necessary.

B. Membership

The Board of Directors shall be composed of not less than six (6) or more than fortyone (41) individual members.

1. Term of Office

The term of office for members of the Board of Directors shall be three (3) years, beginning July 1 and

ending June 30. (Article X), with approximately one-third of the Board of Directors rotating off each year. Members are eligible for re-election to another term on the Board of Directors, but no member shall serve more than six (6) consecutive years without at least fifty (50) consecutive weeks off the Board of Directors prior to renewed service. (Article V, Section B)

2. Election

At the Annual Meeting, members of the Corporation shall elect successors to those members of the Board of Directors whose terms are expiring. Election shall be from a single slate of nominees presented by the Nominating Committee (Article VII, Section B). Nominations may be accepted from the floor with the prior consent of the nominee. No proxy votes will be accepted.

3. Vacancies

Vacancies may be created by resignation, removal from the area, or automatically by a Director missing three (3) consecutive meetings without having secured the approval of the Board of Directors for his absence. The Board of Directors, by a two-thirds vote of those members present and voting, may declare a vacancy in the instance of a Director being derelict in his duty. All vacancies on the Board of Directors may be filled in the interim between elections by the vote of the Board of Directors.

C. Meetings

1. Regular Meetings

The Board of Directors shall hold quarterly meetings at a time and place to be decided upon by the Board of Directors.

2. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President or by the Executive Committee, or at the request of any fourteen (14) members of the Board of Directors, provided that actual notice shall have been given to each Director prior to such meeting.

3. Notice

Written notice of time and place of each regular Board of Directors meeting shall be given to each Director no fewer than five (5) days prior to the meeting.

4. Quorum

At all meetings of the Board of Directors, a majority of those present and voting shall decide all questions, except those where a larger vote is required by the By-Laws of Roberts Rules of Order Revised.

5. Agenda

The agenda for all regular meetings shall be given to the Directors.

D. Financial Benefit

No member of the Board of Directors, nor any member of his immediate family, as defined by the Board of Directors, shall benefit financially in any way from any program or operation of the Corporation, unless a prior authorization has been given by a two-thirds vote of the Board of Directors.

E. Voting

There shall be no voting at any Board of Directors meeting of the Corporation or at any meeting of any subdivision thereof by proxy or absentee ballot. Voting by telephone is permitted, provided the telephone voting conversation is recorded.

F. Membership

All Directors of Saint Joseph Arts, Inc. must maintain a current membership, payable for the current fiscal year from the date of election to the Board of Directors. (Article III)

ARTICLE V OFFICERS

A. Composition

The officers of the Corporation shall consist of a President, a President Elect, a Vice-President of Administration, a Vice-President of Operations, a Secretary, and a Treasurer. No person may at the same time hold more than one office.

B. Election and Terms of Office

The officers of the Corporation shall be elected by the Board of Directors at its first regular meeting but no later than ninety (90) days following the Annual Membership Meeting. They shall be elected from a single slate of

nominees presented by the Nominating Committee. They shall serve for (1) year and take office immediately upon election. No officer may serve more than two (2) successive terms in any one office.

C. Duties

1. President

The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. Subject to the approval of the Executive Committee, the President shall appoint all committees and designate their chairman. He shall serve (ex-officio) as a member of all committees except the Nominating Committee. He shall have general management of the business of the Corporation and shall exercise general supervision over all its affairs. The President shall sign all promissory notes, obligations and contracts affecting all moveable property and other obligations authorized by the Board of Directors. He shall present at the Annual Membership Meeting a report of the progress, activities and financial status of the Corporation for the past year.

2. President Elect

The President Elect shall preside at all meetings in the absence of the President. He shall have all of the powers and perform all the duties of the President in his absence or in the event of his inability to perform, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. He shall succeed to the Presidency if a vacancy should occur in that office in the interim. He shall assume such other duties as the President and the Board of Directors may from time to time assign him.

3. Vice-President of Administration

The Vice-President of Administration shall preside at all meetings in the absence of the President and the President Elect and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. He shall oversee the activities of the Membership, Special Projects, and Marketing and Public Relations Committees. He shall approve all expenditures of the Corporation and shall assume such other duties as the President and the Board of Directors may from time to time assign him.

4. Vice-President of Operations

The Vice-President of Operations shall perform all of the duties of the President in the absence or disability of the President, President Elect, and the Vice-President of Administration and when so acting shall have all the powers of and be subject to all the restrictions upon the President. He shall oversee the activities of the Artistic Planning and Music School Committees. He shall assume such other duties as the President and the Board of Directors may from time to time assign him.

5. Secretary

The Secretary shall keep, or cause to be kept, full minutes of the Corporation, the Board of Directors, and the Executive Committee, including the record of attendance. The Secretary shall be responsible for maintaining a complete file of all important records, including a complete list of all names and addresses of members of the Corporation, the Board of Directors and the Executive Committee, to the respective members thereof. The Secretary is also responsible for the correspondence of the Corporation, the Board of Directors, and the Executive Committee.

6. Treasurer

The Treasurer shall have charge of the funds of the Corporation and shall secure their deposit in such banks, vaults, and other companies as shall be designated by the Board of Directors. All expenditures of the Corporation (Article V, Section C-3) shall be paid by check signed by the Treasurer, except checks in amounts of over \$500.00 (Five Hundred) which shall be signed by the Treasurer and one other member of the Executive Committee. He shall present a report of his accounts to the Board of Directors at its regular meetings. This report shall be in a form approved by the Board of Directors and shall present a clear statement of the receipts and disbursements. The Treasurer shall be responsible for the operation of approved methods of accounting. The Treasurer shall serve as Chairman of the Finance Committee.

D. Vacancies

In the case of vacancies in offices other than the Presidency, which shall be filled by the President Elect, the vacant offices shall be filled by the vote of the Board of Directors.

ARTICLE VI EXECUTIVE COMMITTEE

A. Composition, Powers and Duties

The Executive Committee shall be composed of the officers of the Corporation. The Immediate Past President may, at the discretion of the Board of Directors, serve as an ex-officio, non-voting member. Minutes of the Executive Committee meetings shall be maintained in the Corporation's office for review by interested parties.

B. Meetings

The Executive Committee shall hold regular monthly meetings at a time and place to be decided by the members of the Committee or upon the call of the President or any three (3) members of the Committee, provided that proper notice shall have been given of the meeting.

C. Notice

Written notice of the time and place for a meeting shall be sent to each member of the Executive Committee at least three (3) days prior to the meeting, except in the case of emergency meetings, which may be called by the President at his discretion.

D. Quorum

Three members shall constitute a quorum of the Executive Committee.

ARTICLE VII COMMITTEES

In addition to the Executive Committee, there shall be other committees appointed by the President with the approval of the Executive Committee, such as are necessary to accomplish the work of the Corporation.

A. Standing Committees

The Committees listed below shall be chaired by members of the Board of Directors. Each committee Chairman shall be appointed by the President, and shall take office upon appointment and serve for one year with the eligibility of reappointment for one additional year. The President, in consultation with the Chairman, and approval of the Executive Committee, will appoint committee members. The Board of Directors may establish such other Standing Committees from time to time as it deems advisable to accomplish work of the Corporation.

1. Finance

There shall be a Finance Committee which shall prepare each year a budget for the expenditure of funds by the Corporation and shall submit it to the Board of Directors for its approval. It shall recommend to the Board of Directors for its approval the fund-raising goal for the succeeding year. It shall review financial records and procedures.

2. Membership

The Membership Committee shall be responsible for maintaining a current membership list and shall be responsible for submitting an annual program for the membership expansion.

3. Artistic Planning

The Artistic Planning Committee shall be responsible for maintaining the artistic integrity of the Corporation consistent with the mission of the Corporation.

4. Music School

The Music School Committee shall have oversight of maintaining the education mission of the Corporation.

5. Marketing and Public Relations

The Marketing and Public Relations Committee shall be responsible for developing methods of communication with the regional community consistent with the mission of the Corporation.

B. Elective Committees

1. Nominating

The Nominating Committee shall be composed of three (3) members from the Board of Directors and two (2) other Corporation members not on the Board of Directors. The term of office shall be one year, with eligibility for election to a second successive year. The Nominating Committee shall be responsible for preparing the slates for the election of Officers and the members of the Board of Directors. The Nominating Committee shall be appointed by the retiring President.

C. Ad-Hoc Committees

The President shall have the authority, with the approval of the Executive Committee, to appoint such Ad-Hoc Committees and their Chairmen from time to time as are necessary to implement the work of the Corporation. These Ad-Hoc Committees shall have such powers, duties, functions, and terms of existence as shall be prescribed by the President with the approval of the Executive Committee.

D. Composition

With the exception of the Nominating Committee, all committees may be composed of Directors, non-

Directors, and no-Corporation members, as desired by the President and those appointing them.

E. Ratification

Any and all acts and all Standing and Ad-Hoc Committees shall be subject to ratification by the Board of Directors at the next scheduled meeting of the body.

F. Quorum and Act

A simple majority of any committee shall constitute a quorum of the committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of the committee.

G. Notice

Each member of any committee shall be notified of the time, date and place of each meeting prior to the meeting.

**ARTICLE VII
STAFF**

A. Professional Staff

A Professional Staff shall be employed as determined necessary by the Board of Directors. They shall be assigned such duties as the Executive Committee, with approval of the Board of Directors, may determine, and shall serve at its pleasure, provided that any rules and procedures adopted by the Board of Directors and relating to their positions are adhered to.

**ARTICLE IX
OPERATION**

A. Board of Directors and Professional Staff Responsibility

While the responsibility for administration of the affairs of the Corporation rests with the Board of Directors, the Professional Staff of the Corporation shall be charged with the initial responsibility for the development and presentation of proposed operations to the Executive Committee. The Board of Directors shall have the authority to determine major personnel, fiscal, and program policies. The Professional Staff shall have the responsibility to implement these policies adopted by the Board of Directors.

B. Project Proposals

All project proposals, whether originating from within the membership of the Corporation or of its committees, or from outside sources, shall first be submitted to the President of the Corporation, who shall in turn submit them to the proper Vice-President for committee consideration.

Final authority for approval of all projects rests with the Board of Directors, which is also charged with the responsibility for compliance with all conditions attached to program grants.

**ARTICLE X
ANNUAL MEETING**

The Annual Membership Meeting shall be held in April each year at a date, time and place to be specified by the Board of Directors. Newly elected officers will take office in July of each year.

A. Composition

The Annual membership Meeting of the Corporation shall be attended by all classes of membership of the Corporation with one vote per unit as outlined in Article III, A. 1 and A. 2 herein above. The Annual Membership Meeting shall be open to the public.

B. Notice

Notice of the Annual Membership meeting shall be given in writing to all the members of the Corporation at least fifteen (15) days prior to the meeting. The notice shall contain the date, time and place of the meeting. The agenda shall include annual reports from the President (Article V) and the election of new Directors. No items not included on the agenda may be presented at the Annual Membership Meeting except at the discretion of the President.

C. Quorum

A majority of those present and voting shall constitute a quorum for the transaction of business at the

Annual Membership Meeting, except those where a larger vote is required by the By-Laws of Roberts Rules of Order Revised.

D. Other Meetings

Additional meetings of the Corporation may be held on the call of the President or any ten (10) members of the Corporation stating in writing their desire for a meeting and reasons for it, provided that proper written notice shall have been given to the entire membership of the Corporation at least fifteen (15) days prior to the meeting. No other business shall be transacted at the Call Meetings except within the discretion of the President.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The Parliamentary Authority of this Corporation shall be Robert's Rules of Order Revised, which shall govern in the silence of the Articles of Incorporation and the By-Laws.

**ARTICLE XII
AMENDMENTS**

These By-Laws may be amended at any meeting of the Board of Directors (Article IV) by a two-thirds vote of the members present and voting, provided that the members of the Board of Directors have been notified in writing of the proposed amendments at least ten (10) days prior to the meeting. The general membership must be apprized of all by-laws amendments at the subsequent Annual Meeting.

**ARTICLE XIII
DISSOLUTION**

Dissolution of this Corporation shall be in compliance with the provisions of the Articles of Incorporation.

ADOPTED AND APPROVED
April 4, 2000