BYLAWS

(Amended June 2014)

PREAMBLE

George A. Spiva Center for the Arts, Incorporated, is a pro forma corporation incorporated pursuant to Chapter 352 of the Missouri Revised Statutes. These Bylaws are adopted pursuant to provision of the Constitution of the corporation as approved by the Circuit Court of Jasper County, recorded with the Recorder of Deeds of Jasper County and recorded with the secretary of State of Missouri as required by law.

Definition: Throughout these Bylaws, the term “majority” shall be defined as a simple majority (51%), except as outlined in Article 6.09, which calls for a two-thirds (2/3) majority.

ARTICLE I.

OFFICES

1.01 Principal Office. The principal office of the corporation for the transaction of business is hereby fixed as George A. Spiva Center for the Arts, 222 West Third Street, Joplin, MO, located in Jasper County, Missouri. The Board of Directors of the corporation (herein referred to as the “Board”) may at any time and from time to time change the location of the principal office from one location to another within said County.

ARTICLE II.

TAX EXEMPT STATUS

2.01 Tax Exempt Status. The corporation is exempt from certain taxes by reason of its status as an organization referred to in Section 501(c)(3) of the Internal Revenue Code of 1986. Nothing in these Bylaws, and no action by the Board or any officer, shall be valid and effective if said provision or action is adopted by the Board without express reference to this Article. Officers of the corporation shall take any and all actions necessary to maintain the corporation’s status under said Section 501(c)(3) and shall refrain from taking any action, without express approval of the Board, which would result in the corporation no longer qualifying under said Section 501(c)(3). Any amendments to the Constitution and/or Bylaws of the corporation shall be duly filed with the Internal Revenue Service as required by law.
ARTICLE III.

MEMBERSHIP

3.01 General. The corporation shall have members for the purpose of electing the Board and for the purpose of carrying out the purposes of the corporation as the Board may deem necessary or advisable.

3.02 Period of Membership. Membership shall be for a one (1) year period beginning on the date payment is received by Spiva. Renewal dates are based on the anniversary of original membership.

3.03 Classification of Members. Membership shall be open to the general public on payment of dues for the appropriate category of membership. The Board of Directors shall determine membership categories, voting status, and the level of payment for each category. The Board shall provide for, but not be limited to, the following classifications of membership:

a. Family/Dual Member. A one-year membership for one or two adults and any dependents under the age of 18.

b. Individual Member. A one-year membership for an individual.

c. Student Member. A one-year membership for full-time students with picture ID.

d. Senior Member. A one-year membership for senior citizens, age 60 and above.

e. Educator / Working Artist Member. A one-year membership for teachers (proof of employment required) or for artists (professional resume required).

f. Founder or Lifetime Member. A lifetime membership for those persons who contributed to the founding organization in 1958, or who purchased a Lifetime membership under previous Bylaws.

g. Honorary Member. A lifetime membership for persons designated by the Board from time to time based upon their special contributions to the corporation.

(Amended June 2014)
3.04 **Voting.** In the election of Directors, and on any matter which may be submitted to the members by the Board, the number of votes by any class of member shall have been set by the board not less than twelve (12) months prior to any such vote. No membership classification shall have less than one (1) vote. Any change in the number of votes by any class of membership shall be previously published two (2) months in advance of such change. A quorum for any meeting of members (or action by members without a meeting) shall be five percent (5%) of the total number of members. Upon any issue submitted to the members for a vote, approval shall be by the affirmative vote of a majority of the persons present and entitled to vote at a meeting or submitting a ballot on any other matter submitted for vote by mail ballot.

3.05 **Meetings.** A membership meeting shall be held in November or at such other time as fixed by the Board of Directors with adequate notice in writing to members. The announcement of this meeting shall be made at least two (2) weeks in advance. An annual report, including a financial report of the activities of the corporation, shall be made to the membership at this time by the officers of the corporation. Special meetings of the members may be held at any time upon written notice at least two (2) weeks in advance by the Board stating the purpose thereof. The place of any meeting shall be at such place as designated by the Board.

3.06 **Participation.** All classes of membership shall be entitled to participate in activities sponsored by or in conjunction with the corporation, subject to the rules promulgated by the Board, at rates set forth by the Board for members.

3.07 **Mail Ballot.** Under the direction of the Board, any matter submitted to the membership may be submitted by mail ballot, and members may vote by proxy.

**ARTICLE IV.**

**DIRECTORS**

4.01 **General Powers.** The property and business of the corporation shall be controlled and managed by its Board of Directors.

4.02a **Number.** The Board shall consist of fifteen (15) regular members, three (3) governing members, and a minimum of three (3) district members. The maximum number on the Board shall not exceed twenty-one (21).

4.02b **Tenure.** Five (5) regular members and one district member shall be elected each year and shall serve a three (3) year term. The Board may change the number of directors or their term of office by amendment to these Bylaws. Regular and District members of the Board of Directors shall be eligible to serve two (2) full and consecutive, three (3) year terms. No regular or district member shall serve more than eight (8) consecutive years. After a one (1) year interval since his or her last service on the Board, a former Director shall again be eligible for election to the Board. One (1) Governing member shall be elected every two (2) years and shall serve a six (6) year term, for an unlimited number of terms as long as they are re-elected.

(Amended June 2014)
402c Qualifications. All Directors shall be members of the corporation in good standing, but need not be residents of Missouri. Governing members shall have served as a regular or district member of the Board of Directors for minimum of one (1) full three (3) year term, and may have served on the Executive Committee for at least one (1) full year. District members are regular members that live outside the city limits of Joplin, Missouri.

402d Rights and Responsibilities. District members shall have all of the same rights and responsibilities as a regular member of the Board of Directors. The Governing members shall have all of the same rights and responsibilities as a regular member of the Board of Directors.

4.03a Election of Directors. In February of each year, the Nominating Committee provided for in these Bylaws shall prepare a slate of recommended directors to be elected for the term commencing that year. Members may submit recommendations to the Nominating Committee through the Secretary of the corporation. The Nominating Committee shall make its recommendations to the Board at its March meeting. If the Board approves the recommendations, the Board shall submit the proposed members of the Board to the membership of the corporation by mail ballot. If the Board does not approve the recommendations, the Board may substitute its own recommendations for Directors. Because of the nature of membership in the corporation, election of Directors shall be by ballot mailed to each member at their last known address. Ballots shall include space for write-in candidates. At least two (2) weeks from the date of mailing shall be allowed for return of the ballot. If less than 5% of the members eligible to vote cast ballots, a new ballot shall be submitted to the members until the requisite percentage is met or exceeded. Provided that at least 5% of the members eligible to cast ballots have cast ballots, then those persons receiving the highest number of votes on the ballot shall be elected as members of the Board, to take office on July 1 of the year in which they are elected. The President, Vice President, Secretary and Treasurer shall constitute a committee of the Board for purposes of conducting the election of members of the Board. A majority of members of the committee shall be necessary for action by the Committee. This Committee shall report to the Board, at its first regular meeting following an election of Board members, the number of members entitled to vote, the total votes received by candidates and those persons elected as Directors.

4.03b Governing Directors. The Board, at the first regular meeting of the Board following April 1st each even numbered year, shall elect a Governing Director(s). Those elected Directors will begin their term July 1st of the same year.

4.04 Vacancies, Resignation, Removal. Whenever any vacancy on the Board of Directors shall occur due to death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the remaining members of the Board. The Board shall have the discretion to allow the vacancy to continue until the time that term of office of the former Director expires. Any Director may resign effective upon giving written notice to the Board or to any officer of the corporation. The Board may remove any Director should the Director fail to be a member in good standing of the corporation or fail to attend three (3) or more consecutive regular meetings of the Board. The Board may also remove any Director upon a showing of good cause as determined by the majority of the remaining Board members.

4.05a Regular Meetings. The Board shall meet monthly. The place of the meeting shall be at such location as shall be designated by the Board or as specified in a notice of the meeting to be given by the Secretary of the corporation by mailing said notice to each member of the Board at least seven (7) days prior to such meeting.

(Amended June 2014)
4.05b **Governing Meetings.** The Governing Board Members shall meet a minimum of semi-annually to discuss the direction of the full Board and the direction of the corporation as led by the full Board. The Governing Board Members shall report their findings to the Executive Committee in October and March.

4.06 **Special Meeting.** A special meeting of the Board may be called by the President or by a quorum of Directors. Notice of the time, place, and purpose of the special meeting shall be provided to each member of the Board electronically, by mail or hand delivered at least seven (7) days prior to the date of the meeting. The seven (7) day rule for notification of a special meeting may be waived by any Director. Attending such meeting shall constitute a waiver of notice, unless a Director attends for the express purpose of objecting to the transaction of business because the meeting was called without seven (7) days notice.

4.07 **Quorum.** A majority of the total number of Directors shall constitute a quorum for transaction of business at any meeting of the Board; provided, that if less than a majority of such number of Directors is present at said meeting, a majority of the directors present may adjourn the meeting.

4.08 **Manner of Acting.** The act of a majority of the Directors-present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.09 **Compensation.** The Directors shall not receive compensation for attendance at meetings of the Board of Directors or for other activities of the corporation. However, subject to such rules as may be adopted by the Board, the Directors may be entitled to reimbursement of expenses directly relating to their services as Directors. Directors may receive compensation for duties outside the normal scope of Director as defined by these Bylaws, or for services within the Director’s scope of expertise.

4.10 **Immediate Past President.** The immediate past President shall remain on the Board for one (1) year following his or her term. If the immediate past President’s term as a member of the Board expires before or during such one (1) year period, he or she shall continue to serve the remainder of the one (1) year as an advisory, non-voting member of the Board.

ARTICLE V.

**COMMITTEES OF THE BOARD**

5.01 **Executive Committee.** The Board of Directors shall appoint an Executive Committee and there shall be delegated to such committee all of the powers and authority of the Board allowable under Missouri law. The Executive Committee shall be composed of four (4) or five (5) members of the Board: the President, 1st Vice President, 2nd Vice President (optional), Secretary and Treasurer. The immediate past President may serve on the committee as an ex-officio member. A majority of the Executive Committee shall constitute a quorum. Actions of the Executive Committee binding on the corporation shall be submitted to the Board at its next meeting for ratification.

5.02 **Nominating Committee.** The President shall appoint a Nominating Committee which shall consist of at least three (3) members of the board, including the President, plus the Executive Director, acting as an ex officio member. The function of the Nominating Committee shall be to recommend for discussion to the Executive Committee a list of potential Directors in accordance with these Bylaws. In making such recommendations, the Nominating Committee shall give due consideration to the skills and
abilities needed to perform as Officers and Directors to carry out the purposes of this corporation. A majority of the Nominating Committee shall constitute a quorum. The nomination(s) approved by the Executive Committee shall be presented by the Nominating Committee to the Board.

5.03 Other Committees. The President, with the approval of the Board of Directors, may also appoint other committees from time to time. Such committees may include community delegates who are not members of the Board of Directors.

ARTICLE VI.

OFFICERS

6.01 Officers. The officers of this corporation shall be a President, 1st Vice President, 2nd Vice President (optional), Secretary, Treasurer, Executive Director, and such other officers as the Board of Directors may elect. All officers, except the Executive Director, must also be members of the Board of Directors at the time of their election.

6.02 Election. All officers shall be elected by the Board at the first regular meeting of the Board following April 1st each year, and, with the exception of the Executive Director who shall serve at the pleasure of the Board, shall serve for terms of one (1) year commencing July 1st. No officer, except the Treasurer, may be elected to the same office for more than two (2) successive terms.

6.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board.

6.04 President. The President shall preside at all meetings of members and all meetings of the Board of Directors.

6.05 1st Vice President. In the absence or disability of the President, the 1st Vice President shall perform all duties of the President and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

6.05a 2nd Vice President. The office of 2nd Vice President is optional and may or may not be held in any given year. In the absence or disability of the President and the 1st Vice President, the 2nd Vice President shall perform all duties of the President and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

6.06 Secretary. The Secretary shall supervise retention of a full and complete record of the proceedings of the Board, shall affix the seal of the organization to such papers and instruments as may be required in the regular course of business, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board.
6.07 **Treasurer.** The Treasurer shall review receipts, deposits and safekeeping of all funds of the corporation. Those funds shall be paid out only by checks of the corporation signed by at least two (2) of the following persons: the President, 1st Vice President, 2nd Vice President, Secretary, or Executive Director, or by such officers or staff as may be designated by the Board as authorized to sign checks. The Treasurer shall review a monthly financial statement at or before each Board meeting and an annual report at the November meeting. The Treasurer shall supervise the care of all papers, deeds, abstracts, titles to real property and other valuable papers which are to be kept in a safe place, such as a Safe Deposit Box, designated by the Board of Directors. The Treasurer shall be assigned such other powers and perform such other duties as may be prescribed from time to time by the Board.

6.08 **Executive Director.** Subject to the control of the Board, and under the functional supervision of the President, the Executive Director shall have general supervision, direction and control of the business and affairs of the corporation. The Executive Director shall be responsible for the day-to-day operations of the corporation, and for promoting and conducting its overall program. The Executive Director shall have authority to employ personnel as provided herein by the Board or its Executive Committee; and to terminate the employment of such personnel. The Executive Director has full authority as well as responsibility to supervise the work of such personnel. The Executive Director shall serve at the pleasure of the Board, shall attend all meetings of the members, the Board, and the Executive Committee, but shall not be entitled to vote, provided, however, that the board may exclude the Executive Director from Board meetings held in executive session.

6.09 **Removal.** An officer may be removed from office by the vote of a two-thirds (2/3) majority of the total number of Directors on the Board of Directors, at a special meeting called for such purpose.

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**ARTICLE VII.**

**MISCELLANEOUS**

7.01 **Authority to Incur Debt.** No pecuniary obligation shall be contracted without the express approval of the Board of Directors, except that the Executive Director or employees authorized by him or her may incur indebtedness, within the limits of the annual budget approved by the Board, for the purpose of administering the operations and programs of this corporation.

7.02 **Voting of Securities.** The President, or the Vice President and the Secretary, or such other officers as the Board may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these Bylaws to the officers to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

7.03 **Indemnification.** The Directors and officers of the corporation shall be indemnified by the corporation against expenses (including attorney fees), judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any pending or completed action or proceeding, whether civil, criminal, administrative, or investigatory, to which such Director or officer was or is threatened to be made a party by reason of the fact that such Director or officer is or was an agent of the corporation. Such indemnification shall apply whether or not the officer or Director is in office at the time of the proceeding. The indemnification shall be subject to the limitation that the Director or officer

(Amended June 2014)
must have acted in good faith, in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, with no reasonable cause to believe that the conduct of such person was unlawful. Such indemnification shall be subject to other limitations as set forth in Missouri law. Such indemnification may be provided through insurance if deemed advisable by the corporation. Notwithstanding any rule of construction to the contrary, this indemnity shall be broadly construed in favor of the indemnitee and not intended to limit or restrict any protections provided any Director or officer under any provision of Missouri law. It is the purpose of this provision to provide the broadest protection available by law and it shall be construed accordingly.

7.04 Fiscal Year. The fiscal year of the corporation shall be a twelve (12) month period commencing July 1st of each year.

7.05 Amendment of Bylaws. These Bylaws supersede and replace in their entirety any prior Bylaws of the corporation. The Bylaws of this corporation may be amended by a two thirds (2/3) majority of the total number of Directors then in office. Such amendments must be provided to the membership and Board, in writing, at least 30 days prior to a board vote, and shall include the date and time of the start of the meeting the amendments shall be voted on.

Dated: June 12, 2014

[Signature]
Secretary