

BY-LAWS
Of
BILLINGS ARTS BAA.

ARTICLE I

Purposes

The purposes of the Billings Arts Association (hereafter referred to as BAA) are exclusively non-profit and educational, including but not limited to, the following: (a) to offer seminars, workshops and /or other classes in art related skills; (b) to establish and maintain such artist programs or series as will further the educational goals of the association; (c) to promote appreciation of, interest in, and understanding of the fine arts, bringing together groups and individuals working in the several arts in the Billings area for the sharing of common interests, mutual cooperation and stimulation of the arts in service to the Billings community; (d) to perform all other acts necessary or incidental to the above. Notwithstanding any other provisions of these by-laws, the purposes of the BAA are exclusively non-profit and educational, and the association shall not engage in any activities expressly prohibited by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE II

Membership

SECTION 1. Any person wishing to become a member shall indicate his/her desire upon forms provided by the BAA Treasurer and shall be considered a member in good standing upon payment of the dues of the BAA as determined by the Board of Directors of the BAA.

SECTION 2. Annual dues of the BAA shall be determined by the Board of Directors. Any member whose dues are in arrears for a period of more than one year will be dropped from membership.

SECTION 3: One meeting of the general membership shall be called each year. Notice of this meeting shall be given to all members in writing via email and website prior to the meeting.

ARTICLE IV

Board of Directors

SECTION I. GENERAL POWERS. The affairs of the BAA shall be managed by its Board of Directors. The Board of Directors shall be the executive agency of the BAA. It shall perform the duties assigned by the By-laws and carry on the business of the BAA as determined by the membership. The Board of Directors shall determine the time and place and the program of the annual meeting of the BAA. It shall allocate BAA funds to support activities as are deemed worthy of such support and which the BAA in regular meetings may approve. The Board of Directors shall constitute a standing committee for BAA in the initiating and carrying out of BAA projects in the furtherance of BAA.

SECTION 2. NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE. The initial directors shall be the three persons named in the Articles of Incorporation, Dated **January 9, 2006**. At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of the number of Directors elected at such meeting (but in no

event shall such number be more than five), to serve until the first annual meeting of the Directors.

Thereafter, such a number of Directors shall be elected each year at the annual meeting by a majority of the Directors then in office except that Officers of the BAA shall be elected by the Membership of the BAA and automatically be Members of the Board of Directors, and each Director so elected shall continue in office until a successor is elected and qualified unless that Director is an officer whose term of office is specified in the By-laws. Any Director may be removed, with or without cause, at a special meeting of the Board called for that purpose, by a majority of all officers. Reasons to remove a Director or Board member or dysfunctional officer may include but are not limited to a conflict of interest, failure of fiduciary responsibilities (including duty of care, duty of obedience and duty of loyalty), or ethical infractions (like sexual harassment, fraud, or criminal behaviors). Options to remove a Director or dysfunctional officer can include, but are not limited to, allow their term to expire and not reappoint them, resignation, temporary or permanent leave of absence (until the next scheduled election of officers), direct intervention (ask a board member to leave the board).

SECTION 3. MEETINGS. Beginning in the year **2006** the Board of Directors shall hold no less than three meetings per year at such time and place as the Board of Directors shall determine.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Executive Officer or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days prior by written notice to each Director at his/her address or email address as shown by the records of the BAA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting and unless specifically required by law or by these By-laws.

SECTION 6. QUORUM. Those Board of Directors in attendance shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 7. 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.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these By-laws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors shall not receive any stated salaries for their services.

ARTICLE V

Officers

SECTION 1. OFFICERS. The officers of this BAA shall be: Executive Director, Assistant Director, Secretary, and Treasurer. Any member in good standing who has been active for at least a year or otherwise is known to be fully conversant with the principles, policies and practices of BAA shall be eligible to election to office. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of Executive Director and Secretary.

SECTION 2. TERM OF OFFICE. The term of office shall be one year. Officers may succeed themselves.

SECTION 3. NOMINATION OF CANDIDATES FOR OFFICE. A nominating committee shall be appointed by the Executive Director. The Assistant Director shall serve as ex-officio chairman of this committee.

SECTION 4. ELECTION TO OFFICE. Officers shall be elected by acclamation or by written ballot by the Membership of the BAA at the annual meeting each year.

SECTION 5. EXECUTIVE DIRECTOR

The Executive Director shall be the principal executive officer of Billings Arts Association (BAA). The Executive Director shall oversee the business and affairs of BAA. The Executive Director shall:

- Preside over all the quarterly meetings of the board and the annual membership meeting of BAA, create and follow a meeting agenda and inform all concerned of the meetings or direct the secretary to inform members.
- Bring forth new involvements and projects of BAA in the community for the board's consideration.
- Receive notices of regional art activities and pass them on to the membership or to the Secretary to email members.
- See that website, newsletter and Facebook are updated by informing the chairs of new information.
- Represent BAA at membership meetings of umbrella organizations such as the Billings Cultural Partners or designate another BAA member to attend.
- With the help of the Board, fill out a roster of nominees for officers at the spring elections.

SECTION 6. ASSISTANT DIRECTOR

The Assistant Director shall assist the Executive Director and perform other duties assigned by the Executive Director.

- Attend quarterly meetings of the board and annual membership meeting.

- Bring forth new involvements and projects of BAA in the community for the board's consideration.
- With the help of the board, fill out a roster of nominees for officers at the spring elections.

SECTION 7. TREASURER

The Treasurer shall be the principal financial officer of BAA.

- Register annual reports with the Secretary of the State of Montana
- File annual tax form with IRS to maintain tax-exempt status
- Maintain and share with Board members a list of members, dues status, and contact information.
- Attend quarterly meetings of the Board and provide a financial report.
- Maintain any digital payment account BAA may establish.
- Along with the Secretary, maintain the Post Office box.
- Collect annual membership dues and pay BAA debts.
- Maintains records available for audits.

SECTION 8. SECRETARY

The Secretary shall assist the Executive Director in any clerical matters.

- Along with the Treasurer, maintain the Post Office box.
- Record the minutes of the quarterly meetings of the Board of Directors and the annual meeting in a book provided for that purpose.
- Serve as custodian of the corporate records and keep a register of the post office and email addresses of each member as furnished by the Treasurer.
- See that the Board of Directors receive copies of the minutes of Board meetings and give a copy to the BAA "Images" Newsletter Chair.
- Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Executive Director or by the Board of Directors.

ARTICLE VI

COMMITTEES

SECTION 1. Committees not having and exercising the authority of the Board of Directors in the BAA may be designated by a resolution adopted by a majority of the Directors present at a meeting. Except as otherwise provided in such resolution, members of each such committee shall be members of the BAA, and the Executive Director of the BAA shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the BAA shall be served by such removal.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the BAA or until his successor is appointed, unless the

committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman, or the duties may be shared by two co-chairs.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. QUORUM. Those attending a committee meeting shall constitute a quorum and the act of a majority of the members present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

SECTION 7. STANDING COMMITTEE CHAIRS

Newsletter Chair: Collects news, articles, forms for upcoming events, director's notes, etc. for the digital newsletters. Sends a draft copy to Board members, makes corrections, then emails newsletter to members.

Publicity/Social Media Chair: Maintains a presence for current activities on Instagram and Facebook accounts. Posts something at least first and third weeks of the month. Makes sure Website Chair receives pertinent information as well. Advertises and notifies the media of upcoming art shows. Maintains a list and timeline of media contacts.

Images Grant Chair: Reviews Grant requests and disseminates the application requests to BAA Board members. Upon approval of the grant application by three Board members, notifies and maintains correspondence with Grantee. Contacts the Treasurer for payment to recipient.

Art Show Chair or co-chairs (for a specific show): Makes arrangements for event venue. Gives timely information to Publicity/ Social media, Newsletter, and Website Chairs. Fills committee volunteer duties, including setup and take down.

Sandstone Gallery Chair: BAA Liaison with Gallery Director / artist members. Fills the BAA panel roster annually. Sends information to participating BAA artists. Contacts wait list artists if there is an opening.

ArtShop Chair: Maintains an annual list of ArtShop hosts and reminds them via email or phone of their designated month and duties.

Website Chair (Paid position): Maintains webpage with accurate links, current events, member websites, digital copies of forms, etc. Information may come from the Executive Director, the "Images" newsletter, or Board members.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the BAA, in addition to the officers so authorized by these By-laws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the BAA and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of expenses, notes or other debt issued in the name of the BAA, shall be signed by or other authorized Board member with bank privileges. Treasurer may sign checks for up to \$100.00; more than that must be approved by another authorized Board member.

SECTION 3. DEPOSITS. All funds of the BAA shall be deposited from time to time to the credit of the BAA in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Billings Arts Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the BAA.

ARTICLE VIII

BOOKS

Each Officer of the Board of Directors shall keep a current book-of the activities and transactions of the BAA, as deemed pertinent to their duties within the BAA including a copy of these By-laws, and all minutes of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the BAA, as fixed by resolution of the Board of Directors, runs from April to April.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the general Not-for-Profit Association Act of Montana or under the provisions of the Articles of Incorporation or the By-laws of the BAA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION

The BAA shall, to the fullest extent now and hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she, his testator or intestate as Director, officer or other agent of the BAA, against judgments, fines, amounts paid in settlement and responsible expenses, including attorney's fees. The BAA will cover the expenses a Board member might incur in defending an action and paying settlements or judgments related to his service on the board. Limited to amount in Treasury at the time of the event.

ARTICLE-XII

AMENDMENTS

The power to alter, amend, or repeal the By-laws or adopt the new By-laws shall belong to the membership of the BAA. The By-laws of BAA may be amended by a majority vote of the members, in attendance at the annual meeting. Notice of action to be taken upon the By-laws at the annual membership meeting shall be by written notice from the Board of Directors to all members by email and posted on the website which is considered sufficient notice.

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ____ preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this __5__ day of _June__, 2021_.

Elizabeth Waddington, Executive Director - Billings Arts Association

ATTEST: Cynthia Kessler, Secretary - Billings Arts Association