

BYLAWS OF DAWSON COUNTY ARTS UNLIMITED, CORP.

ARTICLE I

(Name of Organization)

The name of this non-profit organization shall be Dawson County Arts Unlimited, Corp. (Henceforth referred as DCAU, Corp.)

ARTICLE II

(Statement of Goals)

SECTION I

DCAU, Corp. is dedicated to the following goals:

Promoting the arts in all forms, including but not limited to, drawing, painting, sculpture, crafts, dance, music drama, poetry, and literature.

Providing quality educational opportunities in the arts for the public in area schools.

Providing an environment for the promotion and exposure of local and area artists.

Working with other area groups for the promotion of the arts.

Encouraging public participation in and appreciation of the arts.

ARTICLE III

(Organization and Operation)

SECTION I

The business office of DCAU, Corp. shall be located at 109 N. Merrill Ave., Glendive, Montana 59330

SECTION II

The fiscal year shall be January 1 through December 31.

SECTION III

DCAU, Corp. shall be incorporated as a 501c3 non-profit educational organization.

ARTICLE IV

(Membership)

SECTION I

Membership is open to any person interested in furthering the goals of DCAU, Corp. Membership is further detailed in the Rules of Election.

SECTION II

The Board of Directors shall establish membership dues

SECTION III

Special Meetings of the Members may be called by the Board of Directors or upon written request of at least twelve (12) of the Members in good standing. The purpose of such meeting will be stated in writing. Notice of such meeting, and the purpose of such meeting shall be given at least fifteen days prior to the meeting.

SECTION IV

Twelve (12) members in good standing shall constitute a quorum for the transaction of any business at a Special Meeting. If at any Special Meeting of the Members there is less than a quorum present, a majority of those present may adjourn the special meeting, without further notice, until a quorum is obtained.

ARTICLE V (Officers)

SECTION I

DCAU, Corp. Shall have officers who will serve for a one-year period, without compensation. The service year shall be the same as the fiscal year, January 1 through December 31.

SECTION II

Officers will be elected from and by the Board of Directors each year at the first meeting following the Annual Membership meeting held in December.

SECTION III

If needed, Directors will be elected from the Membership at the Annual Membership meeting to be held in December. The election will be governed by the Rules of Election. Nominations will be made at that meeting.

SECTION IV

The Board Officers shall be:

- 1) Chair
- 2) Vice Chair
- 3) Recording Secretary
- 4) Media Secretary
- 5) Treasurer
- 6) Co-Treasurer

Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws. The Board may also appoint additional Vice Chairs and other such Officers as it deems necessary for the proper conduct of business, each of whom shall have authority and duties such as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

SECTION V

The Chair shall preside over meetings. The Chair shall lead the Board of Directors in performing its duties and responsibilities.

SECTION VI

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions of the Chair. The Vice Chair shall have such powers and perform such other duties as prescribed from time to time by the Board of Directors, or the Chair.

SECTION VII

The Recording Secretary shall keep the official written and signed copy of the minutes. Motions, as stated in the official minutes, are the official record of business and the official statement of policy. The Recording Secretary shall cause notice to be given of all meetings of Members and Directors. If the Recording Secretary is not present, the Chair shall choose someone at the meeting to take minutes. The Recording Secretary shall have such powers and perform such other duties as prescribed from time to time by the Board of Directors, or the Chair.

SECTION VII

The Media Secretary will be the official administrator of all social media and serve as the contact person to various entities for the purpose of marketing and/or advertising all DCAU, Corp. events, promotions, and fundraisers. These entities include but are not limited to newspapers, radio, television, social media, internet, and the Chamber of Commerce. The Board of Directors may elect not to fill the position of Media Secretary at the meeting following the annual meeting but may do so later in the year, if deemed necessary. Such person will be nominated by the Board of Directors.

SECTION IX

The Treasurer shall monitor all expenditures and receipts of the funds of DCAU, Corp. Funds shall be disbursed according to the Rules of Business. The Treasurer may require supporting receipts and or documents before authorizing payment of reimbursement. In conjunction with other Officers, the Treasurer shall oversee budget preparation and ensure that appropriate financial reporting is made available to the Board of Directors on a timely basis.

SECTION X

The Co-Treasurer shall learn the duties and assist the Treasurer in the duties of the Office as deemed necessary by the Treasurer and the Board of Directors. In the absence or disability of the Treasurer, the Co-Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions of the Treasurer.

ARTICLE VI **(Board of Directors)**

SECTION I

The Board of Directors will conduct the business of the DCAU, Corp., as set forth in the Rules of Business.

SECTION II

A minimum of four (4) Board Members must be present to transact business. Four (4) Board Members shall constitute a quorum for the transaction of business at that meeting of the Board. A meeting must be presided over by a Chair or Vice Chair. A Board Member may participate by means of conference telephone call, internet, electronic, or similar remote communication, and as such be considered a presence in person at the meeting.

SECTION III

A majority of the quorum shall decide meeting dates and times. Meetings are open to the public.

SECTION IV

The Board of Directors will consist of at least five (5) Directors and no more than fifteen (15) Directors. Within these limits, the Board may increase or decrease the numbers.

SECTION V

All Directors will be elected or appointed to serve either 1-year or two-year terms. The term of a Director elected or appointed may not be shortened by the Board. The Board of Directors may approve a Director whose term has ended for another term, without election by the members.

SECTION VI

The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill previously unfilled Board positions. The number of appointments is subject to the maximum number of Directors under these bylaws.

SECTION VII

A Director may be removed by a majority vote of the Board of Directors, with or without cause.

SECTION IX

A Director must be eighteen (18) years of age at the time of nomination and be a member in good standing.

SECTION X

All Board committees shall be created by the Board of Directors. Each committee must be composed of at least one (1) Director and may include non-director members without the power to vote.

ARTICLE VII
(Amending the Bylaws)

The bylaws may be amended by the majority of the Members attending the Annual Membership Meeting, or at a special meeting of the Membership, called for the purpose of amending the bylaws. Notice of such meeting shall be given at least fifteen days prior to the meeting. The bylaws should be reviewed annually by a special committee.

ARTICLE VIII
(Dissolutions)

Upon dissolution of DCAU, Corp., all properties, and funds, after payment of all claims against DCAU, Corp., shall accrue and be vested in a non-profit organization of choice as per the Articles of Incorporation of DCAU, Corp.

ARTICLE IX
(Indemnification)

SECTION I

DCAU, Corp. shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of DCAU, Corp. against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

SECTION II

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by DCAU, Corp. in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case.

SECTION III

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.