

**ARTICLE I**  
**NAME, DURATION, AND DISSOLUTION**

Section 1: The name of the organization shall be Mid-Missouri Artists, Incorporated, as established in accordance with the State of Missouri Certificate of Incorporation No. NP 14472, dated October 19, 1973. The organization shall hereinafter be referred to as “the Corporation.”

Section 2: The duration of the Corporation shall be perpetual.

Section 3: Upon the termination, dissolution, or winding up of the Corporation, after paying or making provision for the payment of all liabilities, the remaining assets, if any, shall be distributed to the University of Central Missouri Foundation, a nonprofit organization organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to be used to fund the Mid-Missouri Artists Dorothy Hawksley Emerging Artist Scholarship.

Any assets not so disposed of shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**  
**PURPOSE**

Section 1: The purpose of the Corporation is the charitable and educational promotion of the arts within the guidelines of Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized to foster, promote, and encourage the arts in all forms and to support cultural and educational organizations within the Mid-Missouri region. The Corporation embraces all artistic disciplines, including but not limited to visual, fine, traditional, contemporary, and emerging arts. In furtherance of its purposes, the Corporation may: assist in the establishment of cultural and artistic facilities and programs where none presently exist; coordinate cultural and educational activities to encourage collaboration and avoid unnecessary duplication of effort; acquire, lease, rent, own, maintain, and operate property and facilities suitable for exhibitions, workshops, educational programming, meetings, and related activities; plan and conduct programs, exhibitions, workshops, demonstrations, and events designed to increase public participation in and appreciation of the arts; disseminate artistic knowledge, creative works, and cultural activities to the public by lawful means; solicit, accept, hold, and administer contributions, gifts, grants, bequests, devises, admission proceeds, and other funds or property; own, manage, and administer real and personal property; and engage in all lawful activities necessary or appropriate to accomplish the Corporation’s charitable and educational purposes.

**ARTICLE III**  
**MEMBERSHIP**

Section 1: Active membership to the Mid-Missouri Artists, Inc., shall be open to the public with no restrictions as to age, sex, color, religion, or national origin.

Section 2: Annual dues shall be set by the Board of Directors. Dues are payable in advance on or before January 1 of each year.

Section 3: Those who wish to contribute to the Mid-Missouri Artists, Inc., and do not wish to be active members shall be called associate members. An associate member is entitled to the same benefits as an active member with the exception of voting and holding office.

Section 4: If a member's dues are in arrears as of April 1, that member shall be considered lapsed and all benefits of membership shall be suspended until such time as dues are paid.

#### **ARTICLE IV OFFICE AND RECORDS**

Section 1: The principal office and location of the Corporation shall be 1001 Westchester Ct., Warrensburg, Missouri 64093. The Registered Agent for the Corporation shall be Jane Lankford, President.

Section 2: The Corporation shall maintain accurate and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and all Board committees.

#### **ARTICLE V BOARD OF DIRECTORS**

Section 1: The Board of Directors shall consist of no fewer than five (5) elected Directors. The number of Directors may be increased by amendment of these Bylaws. Directors shall be nominated by the general membership of those present or by proxy at the October meeting. Directors shall be elected by a simple majority of the members at the November meeting. Installation shall occur at the December general membership meeting.

Section 2: The Board shall have the right to appoint persons to serve as advisory members of the Board for one (1) year terms. The number of Advisory Directors shall be determined by the Board from time to time. Advisory members of the Board will have no voting privileges. Advisory Directors shall serve such other functions and hold such titles as the Board may from time to time designate.

Section 3: Following installation of the Directors and prior to the January general membership meeting, the Board shall elect Officers for the new year: President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 4: The Board shall meet a minimum of four times annually or as necessary at the direction of the President. Board members shall receive at least three (3) days' notice prior to any meeting. A quorum shall consist of at least three of the seated Directors.

General membership meetings shall be held on the last Thursday of each month in the Arts and Crafts room at the Warrensburg Community Center unless otherwise specified by the President.

Section 5: Any Director may be removed with cause by a majority vote of the Board. A Director absent without sufficient cause from two consecutive meetings may be deemed to have resigned. Vacancies shall be filled by the Board.

Section 6: The Board shall manage the affairs and property of the Corporation and ensure compliance with all applicable laws, including Section 501(c)(3) of the Internal Revenue Code. All income and property shall be used exclusively to further the Corporation's purposes.

Section 7: No part of the Corporation's net earnings or property shall be distributed or inure to the benefit of any Director, Officer, or private individual having directly or indirectly a personal interest in the activities of the Corporation. Except that nothing herein shall prevent the payment for services rendered to or for the Corporation in pursuance of any purposes, including, but not limited to, attorneys and accountants, such compensation to be fixed by the Board.

## **ARTICLE VI OFFICERS AND DUTIES OF OFFICERS**

Section 1: Officers shall be Directors of the Board and shall serve one-year terms. Officers may be removed by a majority vote of the Board. Officers shall serve without compensation, except as permitted under these Bylaws.

Section 2: President; Chief elected officer and official spokesperson; presides at meetings; appoints committees and chair persons as needed; shall be an ex-officio member of all committees; and shall see that all objectives as indicated in the purpose of the organization of Mid-Missouri Artists, Inc. are fulfilled.

Section 3: First Vice-President; Shall have oversight responsibility for; programs; newsletter; and preside at meetings in the absence of the President.

Section 4: Second Vice-President; Shall have oversight responsibility for art shows and displays; hospitality; and any official duties assigned by the President.

Section 5: Secretary; Shall be responsible for taking minutes at all meetings; shall receive and respond to correspondence concerning the organization; shall access the up-to-date roster of active and associate members for mailing purposes and reference. In the absence of the Secretary, the President shall appoint a member to record the minutes of any meetings of the Corporation.

Section 6: Treasurer; Shall be responsible for collecting and dispersing of funds upon receipt of voucher; shall pay all valid expenditures; shall maintain accurate record of paid membership; shall give oral report at all meetings and written report upon request. The Treasurer shall prepare an annual estimated revenue and expense budget to be presented to the Board for its review and acceptance at the January meeting. The Treasurer is also responsible for submitting annual reports to the IRS (Form 990-N), and semi-annual reports to the Secretary of State of Missouri.

## **ARTICLE VII COMMITTEES**

Section 1: Committees may be assigned by the President and may include Finance, Social, Art Shows, Programs, Newsletter, Public Relations, Classes and Workshops, Historian, and Parliamentarian. Committee chairs shall be appointed by the President.

## **ARTICLE VIII FINANCIAL MATTERS**

Section 1: Contracts. The Board may authorize any Officer or Officers, agent or agents to enter into any contract and to execute and deliver any instruments the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3: Checks, drafts, and Other Orders. All checks, drafts or other orders for payment of money, notes and other indebtedness issued in the name of the Corporation shall be first approved by the Board and then signed by such Officer or Officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4: Deposits. All funds of the Corporation not otherwise deployed shall be deposited to

the credit of the Corporation in such banks, trust companies or other depositories as the Board may select. Any deposits of monies made for a purpose restricted by the donor shall be deposited in an account separate from the operations of the Corporation.

## **ARTICLE IX INVESTMENTS**

Section 1: The Corporation shall have the right and responsibility of using, retaining, investing and reinvesting all or any part of any securities, monies, properties or funds acquired or helped by it in whatever manner according to the judgement of the Board, without restriction of any kind, provided that the intent of the donor is honored. Furthermore, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial, suspension or revocation of tax-exempt status under the United States Internal Revenue Code Section 501, as amended.

## **ARTICLE X INDEMNIFICATION**

Section 1: Each Officer or Director of the Corporation shall be indemnified by the Corporation against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with any action, suit or proceeding (whether the same proceed to judgement or be settled, discontinued or otherwise terminated) in which he/she may become involved, or to which he/she may be made a party by reason of being or having been such Officer or Director, or by reason of any action alleged to have been taken or omitted by him/her in either such capacity; provided, however, that the foregoing right to indemnification: (1) shall not extend to or apply with respect to any manner to which such Director or Officer shall be finally adjudicated in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the performance of his/her duty as such Officer or Director; (2) shall cover amounts paid in settlement of such action, suit or proceeding, but not the amount of a judgement rendered therein; (3) shall inure to each Officer or Director whether or not he/she is an Officer or Director at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him/her are based on matter which antedate the adoption of this article; (4) in the event of his/her death shall extend to his/her heirs and personal representatives and ; (5) shall not be exclusive of any other right to which said Officer or Director may be entitled as a matter of law.

## **ARTICLE XI MISCELLANEOUS PROVISIONS**

Section 1: Fiscal Year. The fiscal year of the Corporation shall be January 1st to December 31st.

Section 2: Waiver of notice. Whenever any notice is required to be given pursuant to these Bylaws, the Articles of Incorporation, or the Corporation Laws of the State of Missouri, a written waiver thereof, signed by the person or persons entitled thereto, whether before or after the time stated therein, shall satisfy such requirement of notice.

Section 3: Parliamentary Authority. The rules contained in the current edition of *Roberts Rules of Order, newly revised* shall govern the Corporate meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

Section 4: All financial and internal records, except those which must be kept longer to

conform with regulations of governmental agencies or specific rulings of the Board may be destroyed after five (5) years from their original dates. All records of the Corporation shall be maintained according to the Records Retention Policy of the Board.

Section 5: Annual Review. All regular and special bank accounts and investments of the Corporation shall be audited as directed by the Board every year by an accountant selected for this purpose. Such accountant shall make a report of their findings to the Board no later than ninety (90) days following the end of the fiscal year.

Section 6: Review of Bylaws. These Bylaws shall be reviewed on a periodic basis by such committee as the Board so designates, at intervals not to exceed every five (5) years. Such committee shall recommend to the Board any changes it deems advisable.

Section 7: Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any regular general meeting by the affirmative vote of two thirds of those present provided that the proposed alterations or changes have been approved by the Board of Directors prior to the meeting at which said alterations or amendments are voted upon.

Section 8: Enactment. These Bylaws and any changes thereto shall be effective immediately following their adoption as prescribed in Article X, Section 7.

**Amended Dates: September 1, 1984, October 27, 2005, November 17, 2016, February 26, 2026**