

BYLAWS
OF
DURANGO FRIENDS OF THE ARTS, INC.
A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF COLORADO

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Of
DURANGO FRIENDS OF THE ARTS, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Durango, in the County of La Plata, in the State of Colorado.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation, which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Durango Friends of the Arts, Inc. is a volunteer organization that provides grants to performing and visual arts programs. Our mission is to provide grants for various art programs in Durango, CO. This organization raises funds to distribute financial assistance to nonprofit organizations, individuals, schools, etc. with art programs, regardless of medium.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

Membership is open to adults (21 years of age and over) and businesses. Requirements for membership include the desire to help promote worthy artistic endeavors in the Durango, Colorado area. Members will be expected to support Durango Friends of the Arts fundraisers and other activities. To remain active, members must be current on dues as set forth annually by the Board of Directors.

2. DUES.

Membership dues are due and payable in January of each year but no later than March 31. After April 1, those not paid will be removed from the Membership Roster. A new roster will be finalized in April for distribution at the May General Meeting.

3. MEMBERSHIP MEETINGS.

General Membership meetings shall be held on the second Thursday of March, May, July, September, and November except if such day be a legal holiday then the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The January General Membership meeting will be held on the 3rd or 4th Thursday at which time the membership will vote on the grant recipient recommendations from the Grants Committee.

The time and location of all general meetings will be announced at least 2 weeks prior to the meetings. The secretary shall cause to be mailed or sent electronically to every member in good standing at his address as it appears on the membership roster of the corporation a notice stating the time and place of the annual meeting.

The quorum for a General Membership meeting is the number of persons present at the time the meeting is called to order. General Membership approval shall require a majority vote of those present.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

4. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting.

6. ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

7. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

1. Attendance by signature
2. Approval of Minutes
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors, which shall consist of at least five (5) but no more than eleven (11) directors. Each director shall be at least twenty-one years of age. The Past President may serve as an ex-officio member of the board without voting privileges or impact on quorum requirements.

2. ELECTION AND TERM OF DIRECTORS.

The initial Board of Directors shall be appointed to one year terms. Subsequent terms shall be set at one year for each director. At each annual meeting of members, the General Membership shall elect directors to hold office until the expiration of their term. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. NOMINATING COMMITTEE.

The Nominating Committee shall consist of two or more members, at least one of whom is not currently serving on the board, appointed by the president. The Nominating Committee shall present a slate of directors for approval for the following calendar year to the Board of Directors at the October meeting. The General Membership shall vote at the November General Meeting to approve the slate as recommended by the Nominating Committee and approved by the Board or nominations can be placed from the floor providing the nominee is present and agrees to accept the nomination.

4. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of the Directors. No decrease in number of directors shall shorten the term of any incumbent director.

5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the board of directors, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring due to the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

6. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the board and/or majority of the General Membership. Directors may be removed due to nonfulfillment of duties required by board, misconduct, theft and misrepresentation of our organization by majority vote of the board members and/or General Membership.

7. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority (51%) of the entire board shall constitute a quorum for the transaction of business or any specified item of business. An absentee vote is allowed by written (electronic or hard copy) document designating a proxy to another member of the board of directors attending the meeting.

9. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

10. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

11. REGULAR ANNUAL MEETING.

The Board of Directors meets the second Thursday of February, April, June, August, and October except when such date falls on a holiday in which case the Board shall set a date not to exceed two weeks from the date fixed by these bylaws. An annual meeting of the old and new boards will be held after elections in November for the purpose of planning the year's activities and transacting any business required by the end of the fiscal year.

12. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon with at least 24 hours notice to each director either personally or by mail, email, or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment including time and place of the adjourned meeting, if decided when the meeting is adjourned. If time and place are not determined at the time of adjournment, all directors shall be notified of the time and place of the adjourned meeting which shall occur prior to the next scheduled meeting of the Board of Directors.

13. CHAIRMAN.

At all meetings of the board the president, or in his absence, a chairperson chosen by the board shall preside.

14. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board. All action of a Committee shall be in the form of a recommendation to the Board of Directors.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president; one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and of the board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties, as the board shall prescribe.

5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he/she shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he/she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be signed by either the Treasurer or the President. He/she shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application to the president during ordinary business hours. At the end of each corporate year, he/she shall have an independent financial review of the accounts of the corporation made by a committee appointed by the president, and shall present such review in writing at the annual meeting of the board, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. SECRETARY.

The secretary shall keep the minutes of the board of directors and the minutes of the members. He/she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He/she shall maintain membership records as provided by the Membership Chairman.

8. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

9. MEMBERSHIP CHAIR.

The Membership Chair manages the annual membership renewal drive and membership recruitment, processes new and renewing member applications, and maintains accurate member records. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

10. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI – FINANCE

1. FISCAL YEAR.

The fiscal year for Durango Friends of the Arts, Inc. will be January 1 through December 31.

2. FUNDRAISING.

Net income raised from all sources, except for Membership Dues, shall be maintained separately and used exclusively for grants.

3. ADMINISTRATIVE FUND.

Membership dues are to be used as the Administrative Fund.

4. TRANSFER OF ADMINISTRATIVE FUNDS.

At the October Board of Directors meeting, the Board shall determine whether to recommend the transfer of a portion of the Administrative Budget to the Grants Fund. Before transferring any funds from the Administrative Budget careful consideration shall be given to upcoming expenses.

A majority vote of the Board members present at the regular Board meeting in October is required for recommendation to the General Membership. Following notice to the General Membership prior to the November General Meeting, General Membership approval shall require a majority vote of those present.

ARTICLE VII – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and General Membership meetings in accordance with standard practices and general accounting procedures. Any member of the Board or General Membership or their agent or attorney may inspect all books and records for any proper purpose at any reasonable time.

ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE IX - AMENDMENTS

The bylaws may be adopted, amended or repealed and new bylaws may be adopted by the Members following recommendation from the board of directors. A majority vote of the Board of Directors is required for a recommendation to the General Membership. Following notice to the General Members prior to the next General Membership meeting , General Membership approval shall require a majority vote of those present.

ARTICLE X - RULES OF ORDER

1. RULES OF ORDER.

All meetings of the Board of Directors and General Membership shall be governed by Robert's Rules of Order (latest current revised edition), except as otherwise provided in these bylaws.

ARTICLE XII - INDEMNITY

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, whether or not he is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings that is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the directors and General Membership of:

Durango Friends of the Arts, Inc.

On the _____ day of _____, **20**_____.

President/Director

Secretary/Director

Treasurer/Director

Membership Chair/Director

Vice President/Director