CROOKED TREE ARTS COUNCIL, INC.
Doing business as Crooked Tree Arts Center

Bylaws
(Amended May 2026)

ARTICLE I: Purpose

Section 1

Crooked Tree Arts Council, Inc., doing business as Crooked Tree Arts Center, hereinafter referred to as "CTAC," is organized upon a directorship basis under the provisions of the Michigan Nonprofit Corporation Act, as amended (the "Act").

CTAC will have non-voting members as set forth in Article III below. CTAC is intended to be operated for purposes that qualify under Section 501(c)(3) of the U.S. Internal Revenue Code, or a corresponding section of any future federal tax code. CTAC operates under Robert's Rules of Order.

Section 2

The general purposes of CTAC shall include: to sponsor and encourage cultural and educational activities in such geographic areas as shall be determined by the Board; to sponsor cooperative planning, research, fundraising and public education programs; to administer property; to undertake such other services and programs deemed necessary to encourage participation in and appreciation of the arts; and such other purposes as set forth in, or permitted by, the Articles of Incorporation.

ARTICLE II: Crooked Tree Arts Center Board

Section 1 - Number and Selection

The Board shall consist of not less than ten (10) and not more than twenty (20) persons. The Board elects new members at the Annual Meeting from a slate provided by the Board Governance Committee to the Board at least thirty (30) days prior to the annual meeting.

The Board will determine the number of Board members for the upcoming year upon receipt of the nominations from the Governance Committee at least thirty (30) days prior to the annual meeting.

Section 2 - Terms of Office

The Board members shall serve for a three year term and may not serve more than two consecutive terms, unless serving as an officer of CTAC. If an elected officer's Board term ends while in office, their term will be extended to enable them to complete their officer roles. After one year without Board service, a former Board member may again be elected to the Board. The Board shall fill vacancies as soon as reasonably possible, once it evaluates the current Board structure, membership, and organizational needs.

Section 3 - Powers

The business and affairs of CTAC shall be managed by its Board. The Board shall have all the responsibilities and duties of Board members of a 501c(3) corporation in the governance and the financial affairs of the corporation. The Board shall make all rules and regulations for the governance of the corporation, consistent with the Articles of Incorporation and these Bylaws.

Section 4 - Meeting/Voting

The annual meeting of the Board shall take place in September at such time and place as set by the Board.

The Board shall meet at least quarterly. The Board may have special meetings at the call of the Chair, or at least one half (1/2) of the Board members.

One half (1/2) of the Board members shall constitute a quorum for a meeting of the Board. The act of a simple majority of the Board members at a meeting at which a quorum is present is considered an action of the Board. Notification of all Board meetings shall be in writing and shall be communicated at least seven (7) days prior to the date of such meeting and shall specify the time and place.

The Board may act with an electronic vote request to its members without an in-person meeting. A response by at least one half (1/2) of the members will represent a quorum.

Section 5 - Removal of a Board Member

A Board member may be removed with or without cause by a vote of two-thirds (2/3) of the Board members, following a discussion with the Board member by the Chair or Vice-Chair.

ARTICLE III: Membership

Section 1 - Qualifications, Dues and Regulations

A person, business or organization shall be a member of CTAC upon meeting all qualifications for membership established by the Board.

Each category of membership shall pay dues annually as directed by the Board. Members shall also comply with any rules and regulations governing membership in CTAC as enacted by the Board.

ARTICLE IV: Officers

Section 1 - Officers

The officers shall be the Chair, Vice-Chair, Treasurer, Secretary, immediate past Chair for one year, and other officers as shall be determined by the Board. The officers shall be elected by the Board from a slate provided by the Governance Committee to the Board at least thirty (30) days prior to the annual meeting. All the afore-mentioned officers shall assume their duties after being elected to a two (2) year term at the annual meeting. None of the afore-mentioned officers who are Board members shall serve in the same capacity more than two (2) consecutive years unless approved by the Board. Any vacancy in an office during a term shall be filled by the Board as soon as reasonably possible.

Section 2 - Duties of Officers

The duties and responsibilities of the officers shall be such as pertaining to their respective offices or are prescribed and assigned to them respectively by the Chair or the Board. In particular:

a. The Chair shall preside over all meetings of the Board and shall have general oversight of the business and affairs of CTAC.

b. The Vice-Chair shall perform the duties of the Chair during the absence of the Chair.

c. The Secretary, or their designee, shall attend all meetings of the Board and will preserve the minutes of all Board meetings in the CTAC archives, and shall give all notices required by statute or otherwise.

d. The Treasurer shall oversee all corporate funds and securities, account for all receipts and expenses, present a financial report at each meeting of the Board, oversee the annual budget process and annual audit, and otherwise monitor the financial operation of CTAC. The Treasurer serves as chair of the Finance Committee and the Investment Committee.

e. In the absence of the Chair, the succession of authority shall be as follows:

1) Vice-Chair

2) Secretary

3) Treasurer

Section 3 - Other Officers

The Board shall have the power to appoint such officers and agents, as may be necessary in its judgment for the conduct of the business of the corporation, and designate the officers' title and compensation, if any.

ARTICLE V: Executive Director

The Executive Director shall serve as the Chief Executive Officer of CTAC. They shall have all the powers and responsibilities with the operations of CTAC normally attendant to this position, or as otherwise determined by the Board. The Executive Director reports to the Board Chair and will be evaluated annually by the Executive Committee. The Executive Director is a non-voting ex-officio member of the Board and shall be appointed and subject to removal by a two-thirds (2/3) vote of the Board.

ARTICLE VI: Committees

Section 1 - Standing Committees

Standing Committees are permanent committees established to focus on specific ongoing functions of CTAC. This includes the Executive Committee, Governance Committee, Finance

Committee, and the Development Committee. They are approved by the Board via a Bylaw amendment on recommendation of the Chair.

A. Executive Committee:

1. Voting members: The Chair, Vice-Chair, Secretary, Treasurer, immediate past Chair (serving up to one year), and a regionally specific Board member. The Chair, with Board approval, may appoint a non-officer Board member on an as-needed basis.
2. The Executive Director and Traverse City Managing Director serve in non-voting capacities.
3. Meets monthly. Meetings may occur more or less frequently as necessary as called by the Chair.
4. Responsibilities: provide support regarding decisions in the areas of finance, legal matters, public relations, closures, or other matters as requested by the Executive Director or Board Chair.
5. The committee may conduct closed sessions with Executive Committee members only.
6. Reports to the Board.

B. Governance Committee

1. Voting Members: Board Chair (chairs in their first year), Board Vice-Chair (chairs in their second year), immediate Past Chair (serves up to one year). The Chair of this committee may appoint at least three (3) additional Board members to ensure adequate representation for the organization.

2. The Executive Director and Traverse City Managing Director serve in non-voting capacities.
3. Meets at least quarterly, or more frequently as needed.
4. Responsibilities: Coordinates and recommends organizational structure, bylaws, policies and procedures, and Board Nominations.
5. Reports to the Executive Committee and the Board.

C. Finance Committee

1. Voting Members: Treasurer, who serves as chair, may select up to six (6) Board members who may include an assistant Treasurer, and up to two (2) non-Board members.
2. The Executive Director and the Business Director attend in a non-voting capacity. Other Board members may attend in a non-voting capacity.
3. Meets quarterly or as needed.
4. Responsible for the financial oversight of CTAC, recommends approval of the annual audit to the Board, recommends the annual budget, and oversees the CTAC Endowment.
5. Reports to the Executive Committee and the Board.

D. Development Committee:

1. Voting members: Committee chair, and up to six (6) additional members who may or may not be Board members. The Board Chair appoints the committee chair who then selects the committee members who are representatives of the entire organization.

2. The Executive Director, Traverse City Managing Director, Business Director, and Development Manager attend in a non-voting capacity.
3. Meets quarterly or as needed.
4. Responsibilities: Reviews and evaluates an organizational-wide development strategy that addresses donors, membership, grants, and other development-related opportunities. Reviews and evaluates major fundraising opportunities and proposals.
5. Reports to the Executive Committee and the Board.

<u>Section 2</u> - Division Committees

1. The Board will approve these committees to advise and assist the Division Directors in their oversight responsibilities that include the development and execution of their plans.
2. Each committee will have at least three - five (three - five) members. Board members are encouraged to participate.
3. The Division Director appoints the committee chair.
4. Meets monthly or as needed.
5. Reports to the Executive Director.

<u>Section 3</u> - Ad hoc Committees

The Chair shall recommend, with approval of the Board, ad hoc committees as deemed necessary for the operations of CTAC. These committees will serve a specific task, project or program and will disband when the committee has achieved its purpose or goals. The committee will be defined by membership, meeting frequency, responsibilities, and reporting relationships. Board members may participate on any given ad hoc committee.

ARTICLE VII: Reports

Section 1 - Fiscal Year

The fiscal year shall begin on the 1st day of April and end on the 31st day of March.

Section 2 - Financial Reports

A financial report shall be made to the Board by the Treasurer at least twice per year, usually in March and September. Additional financial reports shall be made available to the members of the Board in such form and at such time as may be requested.

Section 3 - Annual Report

The Chair, Treasurer, and Executive Director shall present an Annual Report to the Board and to the members reviewing the year that has just concluded.

ARTICLE VIII: Financial and Property Provisions

Section 1 - Financial Oversight

All checks and instruments for the payment of money shall be signed for the corporation by such officers or agents as the Board shall designate for that purpose. All contracts and instruments required for borrowing of money and all other legal documents to be signed for this corporation shall be signed by such officers or agents as the Board shall designate.

Section 2 – Indemnification

A. A volunteer Board member (as defined in Section 110 of the Act) of the Corporation shall not be personally liable to CTAC or its members for monetary damages for a breach of their fiduciary duty arising under applicable law. However, this Section shall not eliminate nor limit the liability of a Board member for any of the following:

1. A breach of the Board member's duty of loyalty to CTAC which results in actual harm or damage to CTAC.
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
3. A violation of Section 551 (1) of the Act.
4. A transaction from which the Board member derived improper personal benefit.
5. An act or omission that is grossly negligent.

A volunteer Board member of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a Board member to CTAC or its members to the extent set forth in Section 2. Any repeal or modifications of this Section 2 shall not adversely affect any right or protection of any volunteer Board member existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modifications.

B. To the fullest extent permitted by Sections 561, 562 and 563 of the Act, in the manner specified in and subject only to the limitations stated in said Sections, CTAC shall indemnify all members, Board members or officers who are parties to or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, and whether formal or informal by reason of the fact that any such person is or was a Board member, officer, committee member, or agent of this CTAC, against expenses, attorney fees, judgments, penalties, fines, and amounts paid in settlement, actual and reasonably incurred by any such person in connection with any such action, suit or proceeding.

C. CTAC assumes all liability to any person, other than to CTAC or its members, for all acts or omissions of a volunteer Board member (as defined in Section 119 of the Act) occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer Board member's duties as such. Notwithstanding the foregoing, a volunteer Board member shall be personally liable to CTAC or its members for monetary damages for a breach of fiduciary duty as a Board member to the extent set forth in this Section 2, and CTAC or its members shall not be precluded by this Section from bringing or maintaining a claim against a volunteer Board member to the extent not consistent with this Section.

ARTICLE IX: Amendment

These Bylaws and the Articles of Incorporation may be amended by a two-thirds (2/3) vote at any in-person meeting of the Board at which a quorum is present. Proposed amendments must be provided to the Board at least thirty (30) days prior to the Board meeting.

ARTICLE X: Dissolution

Upon a vote by the Board , CTAC may be dissolved in accordance with the Michigan Nonprofit Corporation Act, or other applicable statute. After payment of all liabilities of CTAC, all remaining assets shall be distributed to organizations which qualify as 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code.

ARTICLE XI: Bylaws Review

These Bylaws will be reviewed by the CTAC Board at least every five years.