

ARTISTS FOR CLIMATE AWARENESS

BYLAWS

(Enacted February 4, 2022

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PREAMBLE	3
Identification	3
ARTICLE I - NAME	3
Name	3
ARTICLE II - MISSION	3
(a) Mission	3
ARTICLE III – TYPE OF ORGANIZATION	3
ARTICLE IV - OFFICERS OF THE ORGANIZATION.....	3
(a) Terms of Office.....	3
1. Chair and Vice Chair of the Board.....	3
2. Secretary.....	3
3. Treasurer	3
(b) Duties of the Officers	3
1. Chair of the Board.....	3
2. Vice Chair of the Board	3
3. Secretary.....	4
4. Treasurer	4
ARTICLE V – BOARD OF DIRECTORS.....	4
(a) Legislative Board	4
1. Executive Committee	4
a. Duties of the Executive Committee.....	4
2. At-Large Board of Directors	4
a. Duties of the At-Large Board of Directors.....	4
(b) End of Term.....	4
(c) Quorum.....	4
(d) Vacancies.....	4
1. Special Elections and End of Term.....	4
(e) Payments to Board Members or Others.....	5
ARTICLE VI - NOMINATIONS	5
(a) Call for Nominations	5
(b) Nomination Notification.....	5
(c) Notice of Nominations Received.....	5
ARTICLE VII – OPERATIONS OF THE ORGANIZATION	5
(a) Financial Development.....	5
(b) Principal Office	5
(c) Fiscal Year	5

ARTICLE VIII - MEETINGS OF THE BOARD.....	5
(a) Meetings of the Board.....	5
1. Regular Meetings.....	5
2. Convention of Meetings.....	5
3. Annual Meetings.....	5
4. Special Meetings.....	5
5. Meeting Formats.....	6
(b) Order of Business.....	6
(c) Parliamentary Authority.....	6
ARTICLE IX - VOTING.....	6
(a) Quorum.....	6
(b) Voting.....	6
(c) Special Emergency Voting.....	6
(d) Majority Vote.....	6
(e) Voting Methods.....	6
ARTICLE X - COMMITTEES.....	6
(a) Standing Committees.....	6
(b) Committee Establishment.....	6
ARTICLE XI – EVENT PROPOSALS, POLICIES, AND RESOLUTIONS.....	6
(a) Activity and Event Policy.....	7
(b) Method of Proposal.....	7
(c) Call for Resolutions.....	7
(d) Committee Function.....	7
(e) Emergency Resolutions.....	7
Article XII – POLITICAL ACTIVITIES OF THE ORGANIZATION.....	7
(a) Partisan Activities.....	7
ARTICLE XII – BYLAWS AMENDMENTS.....	7
(a) Amendments.....	7
1. Submission to Secretary.....	7
2. Voting Requirements.....	7
(b) Emergency Amendments.....	7
ARTICLE XIII - INDEMNIFICATION.....	7
(a) Director and Officer Indemnification.....	7
Article XIV - DISSOLUTION.....	7
(a) Proposal for Dissolution.....	7
(b) Distribution of Assets.....	8

PREAMBLE

Identification

Believing that the life-sustaining resources of this planet must be restored, protected, and perpetuated for our posterity, and realizing that this can be achieved only through enlightenment and arousal of personal action, we dedicate this Corporation, **ARTISTS FOR CLIMATE AWARENESS**, to these ends.

ARTICLE I - NAME

Name

The name of the corporation shall be “**ARTISTS FOR CLIMATE AWARENESS**,” hereinafter called the “Organization,” formed as an incorporated nonprofit association under the laws of the state of Indiana.

ARTICLE II - MISSION

(a) Mission

We use art to educate, inspire, and empower people to act promptly, both personally and communally, to reverse environmental destruction and initiate the Earth’s healing.

ARTICLE III – TYPE OF ORGANIZATION

The Organization is listed with the U.S. Internal Revenue Service as a Not-for-Profit organization, exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to it under IRC Section 170. The Organization has been determined by the IRS to be further classified as a public charity 509(a)2. The Employer ID number is 87-4229968 and the DLN is 26053459010202.

ARTICLE IV - OFFICERS OF THE ORGANIZATION

The officers of the Organization will be Chair of the Board, Vice Chair of the Board, Treasurer, and Secretary, and they shall be the Executive Committee. The Executive Committee shall conduct all necessary business of the Organization.

The Executive Committee members shall take office at the conclusion of the meeting at which they are elected and serve until the conclusion of their term or until a successor is elected.

(a) Terms of Office

1. Chair and Vice Chair of the Board

A single term for a Chair and Vice Chair shall be 2 years. No person shall be elected Chair or Vice Chair for more than two consecutive full terms. However, after the interim of one term or more, any former Chair may be re-elected Chair-Elect.

2. Secretary

The Secretary’s term shall be 1 year and renewable an unlimited number of times at the discretion of the Legislative Board of Directors.

3. Treasurer

The Treasurer’s term shall be 1 year and renewable an unlimited number of times at the discretion of the Legislative Board of Directors.

(b) Duties of the Officers

1. Chair of the Board

The Chair of the Board shall preside over all regular meetings; may attend all committee meetings as an ex officio member except the nominating committee, and sign checks. The Chair of the Board retains signature authority on all contracts, and the signature of the Chair of the Board shall be considered the seal of the Organization. Where fiscal accountability is involved, the Chair of the Board may delegate general signature authority to the Treasurer. When needed, the Legislative Board of Directors may give contractual signature authority to any other Executive Officer and to attest the affixing by such officer's signature. Where policy matters that are determined by the Legislative Board affect a partner, donor, or contracted agent, such action must be immediately reported by the Chair of the Board to the interested parties for their information.

2. Vice Chair of the Board

The Vice Chair of the Board shall preside over all meetings in the absence of the Chair of the Board. They shall

succeed to and become Chair of the Board in the event that the office of Chair of the Board becomes vacant; however, they may decline succession, thereby opening the office to a nomination.

3. Secretary

The Secretary or a board-approved delegate shall attend all meetings of the Legislative Board and shall record all the proceedings of the meetings. The Secretary or an Assistant Secretary may also attest all instruments signed by the Chair of the Board, the Chief Financial Officer, and Chairs of the Board.

4. Treasurer

The Treasurer shall handle all the banking and handling of the Organization's money. The Treasurer may, with Executive Board approval, appoint an assistant Treasurer who is a member of the organization. Financial drafts may be signed by any Executive Committee member or the Assistant Treasurer; however, drafts must be approved by the treasurer. The Treasurer is responsible for reporting to appropriate state and federal agencies. The treasurer shall deliver status reports at regular meetings and provide an end-of-year report no later than thirty (30) days after the close of the fiscal year.

ARTICLE V – BOARD OF DIRECTORS

(a) Legislative Board

The Legislative Board of Directors shall consist of the Executive Committee and the At-Large Board of Directors:

1. Executive Committee

The Executive Committee shall consist of the Chair of the Board, the Vice Chair of the Board, the Secretary, and the Treasurer.

a. Duties of the Executive Committee

Duties of the Executive Committee are listed in Article IV, above. Each Executive Committee member has one vote per motion at meetings.

2. At-Large Board of Directors

The Legislative Board of Directors may elect a maximum number of twelve (12) and a minimum number of four (4) At-Large Board members. Board members so elected may serve a term of two (2) to three (3) years. During the first year of the organization's founding, up to 12 At-Large Board members may be established. After the full establishment of the Legislative Board, At-Large Board members shall be staggered with 2-or 3-year terms so that no more than six (6) At-Large Board members would be vacated or initiated in any one (1) year. At-Large Directors may be elected for full or partial terms at any time so long as no more than six At-Large Directors share the same term of office at any time.

a. Duties of the At-Large Board of Directors

1. General business

The duties of the At-Large Board of Directors shall be to direct the business and financial affairs of the Organization, and to engage in such activities as are appropriate to carry out its purposes and objectives, and to establish policies regarding the Organization's events and activities. Each At-Large Board Member has one vote for each motion at meetings.

2. Directors of Committees

At-Large Board members shall serve on committees and have the privilege of the floor at meetings.

(b) End of Term

Each Legislative Board member and Committee Chair shall deliver all records, files, and properties of the organization to their successor or the Chair of the Board within ten (10) days after their term has expired.

(c) Quorum

A two-thirds (2/3) majority of the full membership of the Legislative Board shall constitute a quorum of the Organization's Board of Directors and shall have power to transact all business of the Board.

(d) Vacancies

1. Special Elections and End of Term

Vacancies on the Executive Committee shall be filled by the Legislative Board of Directors.

In the event of a vacancy in the Office of Chair, the Vice Chair of the Board shall serve as the Chair until the next meeting or until the vacancy is filled. The Legislative Board of Directors shall elect a replacement to serve as the Chair at which time a successor shall be elected by the Legislative Board to fill the unexpired term.

In the event an Executive Committee member position becomes vacant outside of the election cycle, the full Legislative Board shall select an interim replacement for that office. Any member of the Board may nominate a replacement for approval at the next business meeting.

(e) Payments to Board Members or Others

1. The Organization shall have no salaried position nor shall otherwise pay its Legislative Board for governing services. Reimbursement for expenses paid for by a Board member or outside entity that are approved by the Treasurer will be made.
2. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its board members, trustees, officers, or other private persons.
3. Payments for services to outside entities (e.g., artists, instructors, venues, consultants, etc.) may be made with the approval of the Executive Committee.

ARTICLE VI - NOMINATIONS

(a) Call for Nominations

The Secretary shall send out and shall post a list of the offices to be filled and a call for nominations to the Legislative Board thirty (30) days prior to the Annual Meeting or the time set for the election.

(b) Nomination Notification

Any Board member who intends to nominate anyone for any office should, if possible, advise the Secretary of the name of each person he or she intends to nominate at least fifteen (15) days prior to the time set for the election and provide information as to how the person being named can be reached, and evidence that the individual would accept the position if elected.

(c) Notice of Nominations Received

The Secretary shall send notice to the Board of all nominees five (5) days prior to the next scheduled meeting in which the election occurs.

ARTICLE VII – OPERATIONS OF THE ORGANIZATION

(a) Financial Development

The Organization may, for the development and furtherance of its program and activities thereunder, accept donations of funds and other aids and it may hold title to property worth \$400 or less. The Organization may exercise all other powers and rights granted to it by the State of Indiana.

(b) Principal Office

The principal office of this Organization shall be in such place as the Legislative Board of Directors may, from time to time, designate.

(c) Fiscal Year

The fiscal year of the Organization shall be July 1 to June 30 as fixed by the Legislative Board of Directors.

ARTICLE VIII - MEETINGS OF THE BOARD

(a) Meetings of the Board

1. **Regular Meetings**

The Legislative Board of Directors shall hold its organizational meetings at least two (2) times per year. The Chair may call special meetings at other times and places and, at their discretion, call a meeting upon request of one or more members of the Board. No less than three (3) days of notice shall be given of all meetings. Board members may participate in meetings by any means approved.

2. **Convention of Meetings**

Meetings shall be convened, and motions shall be granted by the Chair or Vice Chair. All actions shall be recorded by the Secretary or delegate.

3. **Annual Meetings**

One Annual Meeting shall be held during the month of February. Nominations for Executive and At-Large Board Members will be considered at this time.

4. **Special Meetings**

Special Meetings of the Organization may be called at such time and place as may be fixed by the Chair and

agreed upon by the Legislative Board of Directors. Three (3) days of notice shall be given for a special meeting.

5. Meeting Formats

Meetings may be held by teleconference, virtual conference, or in-person.

(b) Order of Business

The Order of Business at any meeting shall be determined by Chair and Executive Committee.

(c) Parliamentary Authority

All meetings of the Organization and of its Legislative Board of Directors shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, Robert's Rules of Order, Newly Revised, shall govern.

ARTICLE IX - VOTING

(a) Quorum

Each Executive and At-Large Board member shall be entitled to one vote upon each matter submitted to a vote at all meetings. A two-thirds (2/3) vote of the entire Board shall constitute a quorum and will be required to pass a motion.

(b) Voting

Each member of the Legislative Board of Directors shall have one vote. Board members may not vote by proxy.

(c) Special Emergency Voting

On occasion, a pressing issue may need legislative Board approval, but a synchronous meeting may not yield a quorum. In that case, a motion may be distributed to the Board by email and passage of it secured by 2/3 of the Board.

(d) Majority Vote

Except as required by parliamentary law as set forth in Robert's Rules of Order (Newly Revised, published by Scott, Foresman & Company), these Bylaws, the Articles of Incorporation or applicable law, a quorum of all qualified votes cast shall operate to elect a candidate, pass, or reject any measure voted on, provided a quorum is present or represented. In the event of a tie vote on a measure or a candidate receiving less than a quorum, an immediate re-vote on the measure or run-off on the two high or top candidates, shall be had.

(e) Voting Methods

Votes may be counted in synchronous conference meetings, in in-person meetings and, if agreed upon by the Board Members, by email.

ARTICLE X - COMMITTEES

(a) Standing Committees

Committees of the Organization may consist of the following and more can be added as needed by the Legislative Board:

1. Executive committee
2. Finance committee
3. Communications and Public Relations committee
4. Fundraising committee
5. Workshop and Show planning committee

The Chair shall appoint committee chairs from the Legislative Board of Directors. Committee Chairs may bring in Committee members at their discretion.

(b) Committee Establishment

The Executive and At-Large Board of Directors may, by resolution, establish such committees as are from time to time needed. Unless the resolution appointing a committee provides for some other method of selecting the members of the committee, the members shall be appointed by the Chair of the Board who shall be an ex-officio member of all such committees. The Chair of the Board shall also be an ex-officio member of all such committees but shall not be entitled to vote in Committee.

ARTICLE XI – EVENT PROPOSALS, POLICIES, AND RESOLUTIONS

(a) Activity and Event Policy

The event and activity policies of the Organization shall be established by resolutions adopted at Meetings of the Organization.

(b) Method of Proposal

Motions or Resolutions may be proposed by any member of the Legislative Board of Directors

(c) Call for Resolutions

The Chair should send out a call for motions or resolutions not less than five (5) days prior to any meeting. Proposed resolutions must be submitted to the Chair not less than three (3) days prior to the meeting where they are introduced.

(d) Committee Function

Each committee shall investigate the purposes and effect of each proposed resolution submitted to it and the chair of each committee shall report the recommendation of the committee, together with any amendments, to the Legislative Board for action on the proposed resolution at the next meeting or sooner if necessary.

(e) Emergency Resolutions

Resolutions of urgent nature may be proposed at special meetings as described in Article X above.

Article XII – POLITICAL ACTIVITIES OF THE ORGANIZATION

(a) Partisan Activities

The Organization shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No activities of the Organization shall be the purveyance of propaganda. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII – BYLAWS AMENDMENTS

(a) Amendments

These Bylaws may be amended at any Organization meeting:

1. Submission to Secretary

Not less than five (5) days prior to a regular or special Organization meeting, amendments to these Bylaws may be proposed by any Board Member by filing the same with the Secretary. The Secretary shall, not less than three (3) days prior to the said meeting, transmit copies of the proposed amendments to each Executive and At-Large Board member.

2. Voting Requirements

Proposed amendments and any modification recommended by Legislative Board members shall be submitted to the full Legislative Board by the Chair of the Board, and if approved by two-thirds (2/3) of Legislative Board voting, shall become part of the Bylaws.

(b) Emergency Amendments

Amendments may be proposed at any Organization meeting, and when offered shall be referred to the Executive Committee. If such Committee determines that an emergency need for amendment exists, the proposal shall be submitted to the entire Board for approval or rejection as provided in the preceding paragraph.

ARTICLE XIII - INDEMNIFICATION

(a) Director and Officer Indemnification

The Organization assumes no responsibility for any loss or damage to Legislative Board members or committee members resulting directly or indirectly from their participation in the Organization. This includes all actions, liabilities, damages, losses, costs, expenses, claims, or demands. The rights of indemnification provided in this Article shall be in addition to the written opinion of independent legal counsel selected by the Board.

Article XIV - DISSOLUTION

(a) Proposal for Dissolution

Dissolution of the Organization shall be proposed to the Legislative Board of Directors by the Chair of the Board or delegate. The decision to dissolve the Organization shall be by 2/3 majority vote of the legislative Board.

Votes may be cast as outlined in Article IX.

(b) Distribution of Assets

The Executive Committee will dispose of the physical assets. Upon the dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

We certify that the appointed members approved the foregoing By-laws of Artists for Climate Awareness on the day of February 4, 2022.

____ *Carol Carter* _____ Chair of the Board

Carol Carter

____ *Sara Steffey McQueen* _____ Secretary

Sara Steffey McQueen
