

BYLAWS OF
of the
MONTGOMERY COUNTY COUNCIL FOR THE ARTS, INC.
Doing Business as the GATEWAY REGIONAL ARTS CENTER

ARTICLE I
Offices

The principal office of the corporation shall be located at 101 E. Main Street, Mt. Sterling, Kentucky 40353.

ARTICLE II
Members

The officers and directors of the corporation shall be members of the Montgomery County Council for the Arts, Inc. Membership in the corporation shall be defined by payment of an annual donation except in the case of honorary membership as determined by the Board of Directors. The board of directors will define membership, voting rights and dues within the corporation's standard operating procedures.

No member shall have any property rights in the Corporation by dissolution or otherwise. Membership shall be open to all persons who share the basic goals of the organization without regard to race, gender, sexual orientation, religion, ethnic origin or disability.

Executive committee: The officers shall comprise the Exe. Committee, which will meet to conduct business in the interests of the corporation as designated by the Board of Directors. The Executive Director may be excused or excluded from discussion of his or her job Reports of the Executive Committee meetings will be furnished to members of the Board of Directors within 20 days and explanation of actions taken will be part of the agenda of the next Board of Directors meeting.

ARTICLE III
Directors

(A) General powers

The business and affairs of the corporation shall be managed by the Board of Directors.

(B) Number, tenure, and qualifications

The board of directors will be made up of officers, committee chairs or members representing artistic and/or functional expertise; and up to 6 at large members. Officers and at-large members are elected at the Annual Meeting. The Board of Directors should

have representation of artistic and/or functional expertise from each committee area. Committee Chairs are not automatically required to be Board of Directors members. The Tourism Director will serve as an ex-Officio voting member.

Each director shall serve as a Director for a 2 year term, with a 4 year maximum. Then with a one year sabbatical is to be taken before eligibility for re-election. A Director may be removed by a majority of the members, with or without cause.

(C) Vacancies

Should a vacancy occur on the board before the completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors.

(D) Annual meeting

The members shall meet annually as designated by the Board of Directors. Notice of place, day and hour of meeting shall be given to the members no less than 10 days before any means commonly accepted.

(E) Special meetings/Notice

Special meetings of the Board of Directors may be called by, or at the request of the President or Executive Director, or by a majority of the directors in office.

In the case of a special meeting the business to be transacted, shall be given to the members no less than 10 days before any means commonly accepted.

(F) Quorum

Fifty percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

(G) Manner of acting

The action of the majority of directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

(H) Compensation

No director shall receive compensation for services as director. However, any expenses incurred by any director by reason of duties or responsibilities may be paid by the corporation.

(I) Committees

The Board of Directors shall have authority to establish such ad hoc committees as may be considered necessary or convenient for the conduct of its business, e.g. nominating and event committees. Standing Committees shall include Arts Programs, composed of representatives from all artistic areas; Development; Marketing; Facilities; Governance; and Volunteer Committees. The Executive Committee shall serve as the Governance Committee.

(J) Informal action

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken without a meeting, a consent in writing setting forth the action so taken shall be signed by all of the directors and included in the minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV
Officers

(A) Board of Directors

The Board of Directors consists of the President, Past President, Vice President, Secretary, Treasurer, Committee Chairpersons or Committee Members/Liaisons, and at-large members. The President will preside at monthly Board of Directors' meetings.

(A2) Officers:

Officers consist of: President, Past President, Vice President, Secretary, Treasurer.

(B) Election and terms of officers

Each officer shall hold office for a term of 1 year or until they shall resign or shall have been removed in the manner hereinafter provided. An officer may be elected for two terms if nominated and approved by the Board of Directors; with the Past President only serving 1 year (even if the current President is re-elected thus leaving no Past President serving on the Executive Committee, i.e. the President serving a second term would retain the history of the preceding year. After 2 terms, a one-year sabbatical would be required before being elected to the same office. After the initial election of officers at the corporation's organizational meeting, the officers of the corporation shall be elected annually at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Terms mentioned in III.B. will automatically be extended if an elected officer requires such an extension to fulfill his or her terms. For example, a member elected as President at the end of Year 3 would serve Year 4 as President and then would serve Year 5 as Past

President. Said member shall then serve the required one-year sabbatical before being eligible for re-election to the Board of Directors.

Board members will be required to submit a signed board member agreement and conflict of interest policy within 30 days of assuming seat on board of directors.

(C) Removal

Any officers elected or appointed by the board of directors may be removed by the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby.

(D) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

(E) President

The President of the Board shall, when present, preside at all meetings of the Board and Executive Board and shall perform all the duties commonly incident to that office. The President of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation and upon approval of the board shall perform such other duties as the board of Directors may from time to time to determine.

(F) Past President

Shall provide counsel and advice based on their history with the organization.

(G) President Elect

The Vice President of the Board shall possess the powers to discharge the duties of the President in the latter's absence or disability.

(H) Executive Director

The Executive Director shall function as the General Manager and Chief Operating Officer of the corporation, and shall manage the corporation in administering the conduct of its business. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be responsible to and governed by the Board of Directors, shall report to and advise the Board on all significant matters of the corporation's business, and shall see that all orders

and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent the organization between meetings of the Board within the boundaries and policies and purposes established by the board and as set forth in the Articles of Incorporation and Bylaws. The Executive director shall be responsible for the hiring and firing of all personnel other than officers elected by the board, and shall be responsible for keeping the board informed at all times of staff performance as related to program objectives, and for implementing and personnel policies adopted by the board. The Executive Director is authorized to contract, relieve, deposit, disburse, and account for funds of the corporation in fulfillment of the corporation's objectives; to execute in the name of the corporation all bonds, contracts, deeds, leases, or other written instruments to be executed by the corporation, and to negotiate all material business transactions of the corporation.

(I) Secretary

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors of this corporation required by the bylaws or by law.

(J) Treasurer

The treasurer shall work with the President and Executive Director and be responsible for the oversight of financial management. The treasurer is also responsible for monthly reports to the Board of Directors.

(K) Director

A director shall perform the duties of a director including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes it to be in the best interest of this corporation and with such care, including reasonable inquiry as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by:

a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented:

b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such persons professional or expert competence; or

c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority.

ARTICLE V Contracts, Loans, and Deposits

(A) Contracts

The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

(B) Loans

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

(C) Checks, drafts, orders, etc.

All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation in any such manner as shall from time to time be determined by resolution of the board of directors.

(D) Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

(E) Gifts

Any director or officer may accept on behalf of the corporation a contribution, gift, bequest, or device for the general purposes of or for any special purposes of the corporation.

(F) Charitable contributions

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

ARTICLE VI
Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII
Fiscal Year

The fiscal year of the corporation shall be July 1 through June 30.

ARTICLE VIII
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, members may waive their right to such notice in writing.

ARTICLE IX
Amendment of Bylaws

These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of the majority of the Board of Directors if notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of the meeting of the Board of Directors.

ARTICLE X

NON-PROFIT OPERATION

The Corporation shall at all times be operated on a non-profit basis and no interest or dividends shall be paid or payable by the corporation to any member as such.

ARTICLE XI

DISSOLUTION

The corporation shall be dissolved upon the affirmative vote of two thirds of the members of the Board of Directors voting upon a motion to dissolve, at a regular or special meeting of the membership provided that written notice that a motion to dissolve will be presented to the members is mailed or delivered to each member at least ten (10) days before the meeting.

ARTICLE XII

DISTRIBUTION OF ASSETS

Upon dissolution no property of the Corporation shall be used for the benefit of the incorporators, Directors or any members, but the property shall be distributed as nearly as possible to another corporation of similar nature, purpose and intent.

Adopted at the annual meeting of the Board of Directors held on July 9 , 2022, effective July 9, 2022.