

KODIAK BARANOF PRODUCTIONS, INC.

KODIAK ARTS COUNCIL

BYLAWS

ARTICLE I. NAME

The name of this organization shall be Kodiak Baranof Productions, Inc., henceforth referred to as Kodiak Arts Council.

ARTICLE II. PURPOSE

Section I. To serve the Kodiak Area Community as a leader and representative in matters that affect the arts.

Section II. To serve, promote and develop artistic skills within the Kodiak Area.

Section III. To enhance relationships among artists and others interested in artistic endeavors.

Section IV. To increase awareness and participation in the Arts.

ARTICLE III. DEFINITIONS

Section I. Director previously referred to as Trustee

Section II. Board also known as Board of Directors

ARTICLE IV. MEMBERSHIP

Section I. Eligibility

a. Any interested person or family who completes a membership application and pays dues is entitled to membership in the Kodiak Arts Council.

b. An Arts Organization that supports the purposes of the Kodiak Arts Council shall be eligible for membership upon written request, payment of dues if applicable and approval of the Board of Directors.

Section II. Membership Classes and Dues

a. An Individual membership is entitled to one vote at any meeting of the general membership.

b. A Family membership is entitled to two votes at any meeting of the general membership.

c. Arts Organization memberships are entitled to one vote at any meeting of the general membership.

d. An Honorary Member shall be any person nominated and approved by the Board of Directors who has made an important contribution to the Arts. Honorary members are entitled to one vote at any meeting of the general membership. Annual dues are waived for this class of members.

e. Dues will be determined by the Board of Directors as it may deem necessary.

### Section III. Membership termination

Membership in the Kodiak Arts Council shall be terminated by resignation or non-payment of dues.

### Section IV. Membership Year

The membership year starts on July 1 and runs through June 30 of the following year.

### Section IV. Authority of Membership

The Membership of the Corporation shall have authority to elect Directors and to vote on any proposal of merger, consolidation, or dissolution of the Corporation.

## ARTICLE V. MEETINGS OF THE MEMBERSHIP

### Section I. Annual Meeting

a. There shall be an annual business meeting of the general membership within the First Quarter of the Fiscal Year.

b. Agenda will include: Presidential comments, oral and written annual reports from the Executive Director, Treasurer, all standing committees, member organizations and the election of the Board of Directors.

### Section II. Special Meetings

Special meetings of the Membership may be called by the presiding officer of the Board of Directors, the Board of Directors, or if there are Members other than the Board of Directors, by not less than one-tenth of the Membership.

### Section III. Place of Meetings

Meetings may take place in person or electronically. If an electronic meeting is held each person attending must have simultaneous communication with other attendees. In person meetings will be held in Kodiak, Alaska.

#### Section IV. Notice of Meetings

- a. Written notice stating the place, day and hour of any meeting of the Membership shall be delivered by e-mail or mail, to each Member entitled to vote at the meeting, not less than ten nor more than thirty days before the date of the meeting by or at the direction of the President or the Secretary.
- b. In the case of a Special Meeting the purpose of the meeting must be stated on the notice of meeting.

#### Section V. Quorum

Ten percent of the general membership shall constitute a quorum for the transaction of business.

#### Section VI. Manner of Acting

At a meeting at which a quorum is present a simple majority of the votes of the membership present at the meeting is the act of the Membership. If the vote is by mail, the quorum is a simple majority of the membership.

### ARTICLE VI BOARD OF DIRECTORS

#### Section I. General Powers

The affairs of the Kodiak Arts Council will be overseen by the Board of Directors.

#### Section II. Elections

The Directors will be elected from a slate of candidates submitted by the Board Development committee, a nominating panel and/or from nominations made by the general membership from the floor at the annual meeting.

#### Section III. Number and Tenure

- a. The Board will consist of twelve (12) voting members elected by the general membership at the Annual meeting. Terms will be staggered over a three year period.
- b. All members to the Board shall be elected to a three (3) year term.
- c. Each director will maintain their membership in the Kodiak Arts Council.

#### Section IV. Interim Vacancies:

If an elected Trustee is unable to serve a full term, the President shall appoint a member to serve until the next election. This appointment must be approved by

two-thirds of the Board. The vacancy shall be filled by ballot at the time of the next annual meeting and the person elected shall serve the remainder of the unexpired term.

#### Section V. Removal of a Director from the Board

- a. A director may be removed for failure to participate in the work of the Board.
- b. Reasons may include the following:
  - i. Transfer or move from Kodiak Island Borough and inability to attend meetings or participate in the activities of the Kodiak Arts Council.
  - ii. Failure to attend 3 board meetings with no communication for absence.
  - iii. Failure to participate in the work of the board.
- c. Prior to removal the board member will be counseled by the President or members of the Executive Committee.
- d. The board will meet to review the reasons for removal and determine by majority vote for the official removal of the director.
- e. After a vote for removal of a director the board will follow Article VI, Section IV Interim Vacancy to fill the position.

#### Section VI. Meetings

- a. Meetings may be electronic or in person.
- b. A Board meeting will be scheduled within 2 weeks of the Annual meeting for the purpose of electing officers for the year.
- c. The Board will meet a minimum of 10 times per fiscal year and as deemed necessary to conduct business of the organization. The Board shall designate the time and place of all meetings.
- d. Special Meetings may be called at any time by the President. Upon the request of five (5) Directors the president must call a special meeting of the Board.
- e. Notice will be given of all regular and special meetings. The nature of business to be conducted shall be stated for any special meeting. The failure of

any Director to receive notice of the meetings, shall not invalidate any action which may be taken at such meeting.

#### Section VII. Quorum

A quorum of the Board shall be seven (7) or more Directors in attendance at the meeting.

#### Section VIII. Manner of Acting

A majority vote of Directors in attendance at a meeting will be the act of the Board of Directors.

#### Section IX. Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

### ARTICLE VII. CONFLICT OF INTEREST

A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

#### Section I. Definition of a conflict of interest

- a. A conflict of interest occurs when a director or an immediate family member of a director is found to have one of the following:
  - i. has an economic interest in a transaction which is the subject of proposed action by the Kodiak Arts Council and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Kodiak Arts Council.
  - ii. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Kodiak Arts Council;
  - iii. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Kodiak Arts Council.
- b. However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the Community generally or of other Directors.

## Section II Determination of Conflict of Interest

A majority vote of the Board will determine that a director has a Conflict of Interest in a manner affecting the organization and is disqualified to participate in the discussion or voting on the matter.

## ARTICLE VIII OFFICERS:

### Section 1. The Officers of the Kodiak Arts Council shall be

- a. The President, who shall preside at all meetings, appoint necessary committees and act as immediate supervisor of staff.
- b. The Vice-President, who shall perform the duties of President in his or her absence.
- c. The Secretary, who shall see that notice is given of all meetings and record all minutes of the same.
- d. The Treasurer serves as chair of the Finance Committee. The Treasurer reports on the fiscal health of the organization to the Board and the Membership. The Treasurer is responsible for communicating proposed changes to the operating budget for Board consideration.

### Section II. Election of Officers:

The Board shall elect officers at the first regular meeting following the annual meeting of the general membership.

### Section III. Interim Vacancies:

A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of Vice-President shall be filled by special election. Vacancies in the offices of the Secretary or the Treasurer shall be filled through appointment by the President.

### Section IV. Length of Service:

Officers shall serve until the next annual meeting at which time they no longer hold that office unless re-elected.

### Section V.

The Past-President of the Board of Directors shall serve as the Executive Officer of the Council in the interim between the annual meeting and the election of officers at the next regular Board meeting.

## ARTICLE IX COMMITTEES

### Section I. Executive Committee

- a. Shall consist of the President, Vice President, Secretary, Treasurer and any other Board member the President deems necessary.
- b. Is empowered to act on behalf of the Board in the interval between Board meetings.

### Section II. Board Development

- a. Will identify and recruit new members to run for election at the annual meeting or to fill a vacant seat.
- b. Serve as mentors for new board members for their first year of board service.
- c. Arrange/conduct training as needed to increase the knowledge and effectiveness of the Board.

### Section III. Finance Committee

- a. Is responsible for monitoring the financial status of the organization and reporting to the Board of Directors.
- b. Is made up of the Treasurer, who serves as the chair, a minimum of three other Board members and the Executive Director, a non-voting member.
- c. Reviews monthly and quarterly statements from the Council's financial institutions at regular committee meetings.
- d. Helps prepare and monitor the annual operating budget.
- e. Reviews and recommends non budgeted expense requests from staff over a dollar amount specified by the Board and adjusted as necessary.
- f. Reports the financial status to the membership at the Annual Meeting.
- g. Periodically reviews fiscal policies and makes recommendations for revision to the full Board.

### Section IV. Fundraising Committee

- a. Coordinate fundraising activities for the Board.

- b. One major fundraising event will be planned each fiscal year.
- c. Other fundraisers may be held in conjunction with other KAC events.
- d. All board members will be required to participate in Board sponsored fundraising events.

#### Section V. Ad Hoc Committees

Ad hoc committees will be formed to help complete the work of the Board of Directors. These committees may be formed to complete a one time project for the organization or may be formed annually to complete a recurring project which takes limited board time.

### ARTICLE X. CORPORATION RECORDS

All corporate books and records, including but not limited to, meeting minutes, bank statements, policies, handbooks, etcetera, shall be kept via e-file system and/or paper copy. These documents will be kept within the Council Office or via an up to date secure electronic storage service. The Kodiak Arts Council will follow the document retention schedule published in the Alaska State Archives manual as pertinent to the size and scope of the organization.

### ARTICLE XI. CHECK SIGNATORIES

Two (2) authorized signatories must sign all Council checks. Those authorized are the Executive Director, Accountant/Bookkeeper, President, Vice-President, and Treasurer.

### ARTICLE XII. INDEMNIFICATION

#### Section I. Duty to Indemnify.

Subject to the sections below, the Kodiak Arts Council shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Kodiak Arts Council) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the Kodiak Arts Council against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

a. The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Kodiak Arts Council and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

b. The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Kodiak Arts Council and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

## Section II. Denial of Right to Indemnification.

Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under section 1 of this article may only be made by the Kodiak Arts Council upon a determination by the board that defense and indemnification of the director, officer, employee, or agent, is proper under the circumstances because the person has met the standard of conduct set forth in Section I of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of Arts Council duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

## Section III. Determination.

The determination described in Section 2 shall be made:

- a. By the Board of Directors by a majority vote, or
- b. By independent legal counsel, if directed by the Board of Directors by a majority vote of disinterested directors or in the absence of a quorum.

## Section IV. Successful Defense.

Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

## Section V. Condition Precedent to Indemnification.

Any person who desires to receive defense and indemnification under this Article shall notify the Kodiak Arts Council reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of Directors at the principal office of the Kodiak Arts Council or, in the event the notice is from the President, to the Secretary of the Board. Notice need not be given when the Kodiak Arts Council is notified by being named a party to the action.

Section VI. Insurance.

The Board of Directors, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section VII. Former Officers, Directors, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be a director/Director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section VIII. Purpose and Exclusivity.

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section IX. Limitation of Liability.

If set forth in the Articles of Incorporation, no director/Director of the Kodiak Arts Council shall have any personal liability to the Kodiak Arts Council for monetary damages for the breach of fiduciary duty as a director/Director except as provided in AS 10.20.151(d) and (e).

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order in the latest edition shall govern all meetings of the Council whenever applicable.

ARTICLE XIV. FISCAL YEAR

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

ARTICLE XVI. DISSOLUTION

Any assets that the Kodiak Arts Council shall have at the time of its dissolution shall be distributed to an organization or local governmental agency with the finding stipulation that they be used by organizations with like goals as those of the Arts Council and which are exempt from Federal Income tax under Section 501 ( c ) (3) of the Code at the time of dissolution.

ARTICLE XVI. AMENDMENTS

The By-Laws may be amended by mail ballot by a two-thirds vote of the membership or at an annual or special meeting of the membership by a two-thirds vote of those present providing written prior notice has been given to the general membership at least fourteen (14) days before the annual or special meeting.

Kodiak Arts Council Bylaws: Revised FY2022

Approved by vote of the membership: \_\_\_\_\_