

By-Laws of LGAA-Locust Grove Arts Alliance, Inc.

September 1, 2015

Article I: Name

The name of this non-profit organization shall be LGAA-Locust Grove Arts Alliance, Inc hereinafter referred to as LGAA.

Article II: Location

The principal office of this organization shall be located in the town of Locust Grove, Mayes County, Oklahoma.

Article III: Purpose

This organization shall provide opportunities for and awareness of the arts and humanities in Locust Grove, Oklahoma.

Article IV: Membership

Section 1: Qualifications

1. Organizational-Any properly constituted organization functioning in the Town of Locust Grove or County of Mayes, Oklahoma, whose primary purpose is the support, encouragement, coordination or promotion of the arts and humanities activities for the general public shall be eligible for an organizational membership.
2. Individual-Those individuals interested in arts and humanities activities shall be eligible for individual memberships.
3. Business or Corporate-Those businesses or corporations who are interested in financial support of arts and humanities shall be eligible for a business or corporate membership but shall not have voting privileges.

Section 2: Voting

Each individual member and each organization shall have one vote at any at-large membership meeting. Routine business shall be transacted by a majority vote of the members in attendance.

Section 3: Meetings

All members shall be sent notice of an Annual Meeting two (2) weeks prior to the meeting date. The Annual Meeting shall be for the purpose of electing members to the Board of Directors in accordance with the provisions of these Bylaws and transacting such business as may properly come before the meeting. Business or corporate members may attend but shall not have voting privileges.

Section 4: Procedures

Meetings shall be conducted using Robert's Rules of Order as a procedural guide.

Section 5: Membership Fees

Dues, if any, shall be determined by recommendation of the Board of Directors and by approval at the Annual Meeting of a simple majority of the members present and voting. No person shall be denied membership.

Article V: Governance

Section 1:

The management of the affairs of LGAA shall be vested in the Board of Directors consisting of not more than seven (7) and not less than five (5) members to be elected at the Annual Meeting by the membership-at-large, according to Section 4 of this article.

Section 2:

The Board of Directors shall have full responsibility for the management of the business of LGAA. It shall determine the policies governing the administration and operation of LGAA. It shall have full responsibility for the financial affairs and for the ethical and professional standards of LGAA.

Section 3: Nominations

A Nominating Committee appointed by the acting President shall prepare a slate of candidates for the Board of Directors, including the officers. The slate shall be presented to the general membership for election at the Annual Meeting. Independent nominations may be made with prior consent of the nominee.

Section 4:

All members of the Board of Directors subsequent to those originally named incorporators shall be elected at the Annual Meeting of the general membership. The term of office shall be: one half of the first Board of Directors to serve one (1) year terms and one half of the first Board of Directors to serve two (2) year terms. All Board Members thereafter shall serve two-year terms.

Section 5: Removal

Members of the Board of Directors who miss three (3) consecutive meetings shall be deemed to have resigned as a member of the Board of Directors and shall cease to be a Board Member thereof.

Section 6: Vacancies

The Nominating Committee shall present to the Board of Directors candidates for vacancies to fill unexpired terms who shall upon election by the Board, assume their positions at the next Board meeting, for the duration of the unexpired term.

Section 7: Quorum

A quorum shall consist of one half of the current members of the Board of Directors.

Section 8: Meetings

Meetings will generally be held monthly except if a meeting is postponed by consent of a majority present at the previous meeting or due to extreme circumstances.

Section 9: Virtual Attendance

A director will be counted as present at a meeting by use of any off-site conferencing technology.

Section 10: Excused Absence

Notification by a Director, who is unable to attend a LGAA meeting, to an Executive Board Member prior to the meeting shall be considered an excused absence.

Article VI: Officers

Section 1:

The Officers of LGAA shall serve as the Executive Committee of the Board of Directors and the said Executive Committee shall be empowered to act on behalf of the Board of Directors during periods of adjournment.

Section 2:

The Officers of LGAA shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected for a term of one (1) year.

Section 3:

The duties of the Officers of the organization shall be those that usually pertain to their respective offices, or are assigned to them.

Article VII: Staff

The Board of Directors shall have the power to hire such staff as it deems necessary for the operation of the organization.

Article VIII: Committees

Section 1:

The Board of Directors shall have the power to create any committee deemed necessary, either as a Standing Committee or Special Committee and shall have the power to appoint a Chairman of any committee or to delegate such appointive powers to any other appropriate members. The President shall have ex-officio member of all committees except the Nominating Committee. Standing Committees shall include Executive Committee (See Article V, Section 1) and the Nominating Committee.

Section 2:

The Nominating Committee shall be appointed by the President three months before the Annual Meeting to investigate the qualifications and availability of persons who might serve as officers and members and shall report its recommendations at the Annual Meeting. The Nominating Committee shall remain a Standing Committee for one year and follow the same procedure at times specified by the President in connection with elections to fill vacancies in office according to Article V, Section 6.

Article IX: Financial Matters

Section 1:

No funds of LGAA shall be deposited in any name except that of LGAA and no funds of LGAA shall be invested without authority of the Board of Directors.

Section 2:

The books of LGAA will be audited by an internal committee appointed by the Board of Directors each December (after the close of the year). An audit by a CPA may also be performed at such time that the Board of Directors deems necessary.

Article X: Tax Exempt Status

LGAA-Locust Grove Arts Alliance, Inc. is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and gifts, donations, memorials and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code.

Article XI: Amendments

The By-Laws of the LGAA-Locust Grove Arts Alliance, Inc. may be amended or revised by the affirmative vote of at least two thirds of the membership present at a meeting, provided that a Notice of any such meeting containing the proposed amendments or revisions be sent to the membership at least two (2) weeks prior to the meeting.

Article XII: Dissolution

In the event of the dissolution of LGAA-Locust Grove Arts Alliance, Inc., all assets shall be transferred to the Locust Grove Public Library's Children's Programs.