

TIFFIN FOUNDATION for the ADVANCEMENT of the ARTS (TFAA) BYLAWS

Updated: [DATE]

BYLAWS OF THE Tiffin Foundation for the Advancement of the Arts (TFAA) ARTICLE I: ORGANIZATION. The name of this organization is Tiffin Foundation for the Advancement of the Arts known, also as TFAA. The principal office for the transaction of TFAA's business shall be at a location in Tiffin, Ohio deemed appropriate by the Board of Directors.

ARTICLE II: MISSION. The Tiffin Foundation for the Advancement of the Arts (TFAA) is a regional, nonprofit organization that serves to support, promote, teach and present the arts created, produced, or sponsored with the city of Tiffin. TFAA provides funding and sponsoring events and programs for engaging artistic environment regardless of age, skill level or background.

ARTICLE III: MEMBERSHIP. Membership is open to anyone interested in learning, teaching or promoting any medium of the visual, performing, literary arts. Dues will entitle a member to all TFAA/ TMAC sponsored activities, and newsletter. There will be five (5) levels of membership in TFAA. Dues amounts will be established by the Board of Directors.

SECTION 1. LEVELS OF MEMBERSHIP.

- a) MEMBERSHIP: Any Person interested in membership in the foundation
- b) GENERAL MEMBERSHIP: Any non-officer appointed to TMAC
- c) BOD MEMBERSHIP: Selected Board of Directors excluding managing director.
- d) EXECUTIVE MEMBERSHIP: Any Person with an officer's role within TMAC
- e) MANAGING MEMBERSHIP: Any person chosen as Executive Director of TFAA to manage day to day in support of TMAC.

ARTICLE IV: DUES

SECTION 1. MEMBER DUES. Annual dues are assessed by the board for each year. Dues of renewing members must be paid by the anniversary date of the member. Dues paid by new members joining after the 15th of the month, shall be billed for the first full month.

SECTION 2. OFFICER & CURATOR DUES. Dues are optional for the following TFAA members: Executive Director, President, Vice President, Secretary, Treasurer and TMAC representatives.

ARTICLE V: MEETINGS. Monthly meetings will be held. The Executive board shall meet before the general meeting as often as needed, but not less than four times a year.

ARTICLE VI: EXECUTIVE BOARD. The management of TFAA shall be directed by the Executive Director and Executive Board composed of the elected officers, appointed members of TMAC, and

appointed Board members by the Executive Director. The Executive Board shall meet to transact the business of TFAA. The Executive Board, by a majority vote, may be authorized to call a special meeting of the board or membership at a time and place it designates. A majority of directors shall constitute a quorum. A simple majority of the quorum shall constitute passage.

ARTICLE VII: BOARD MEMBERS. The following Board shall be elected by the membership: four officers consisting of President, Vice President, Treasurer, and Secretary. The term of office shall be two fiscal years. The Treasurer, Secretary will have staggered two-year terms to be determined by the Board of Directors.

The Executive Director shall preside at all regular and special meetings of TFAA and shall administer the affairs of TFAA. The Executive Director shall make all special committee appointments and shall appoint the Chairman of each committee.

The President shall assist the Executive Director in the execution of his duties and shall assume the responsibilities in his absence. The President shall be the individual serving as TMAC Chairperson or Vice-Chairperson.

The Vice President shall assist the President in the execution of his duties and shall assume the responsibilities in his/her absence. The Vice President shall be the individual serving as an appointed member of the board.

The Treasurer is responsible for all funds collected, and for membership records. Reports of the status of the treasury shall be given at each meeting. The Treasurer shall submit a detailed report to the Board of Directors at the end of each quarter. The Treasurer shall serve as Membership Chairperson.

The Secretary shall take minutes at each meeting, perform TFAA correspondence and maintain TFAA archives.

The Directors will chair or serve on various committees and advise the running and operation of TFAA along with the rest of the Board.

ARTICLE VIII: COMMITTEES. Standing committees may consist of competition, exhibit, publication, refreshment, nominating, newsletter, website, publicity and membership. The Executive Director may appoint special committees as are necessary with the advice and consent of the Executive Board.

ARTICLE IX: FINANCES. Finances shall consist of all TFAA monies. All disbursements on behalf of TFAA should be by check. The checks shall be signed by the Executive Director, President or the Treasurer. Board members are authorized to make necessary expenditures for recurring items related to a task to which they are assigned. Any non-recurring item or any item more than \$500.00 must be approved by a majority vote of the Executive Board. The fiscal year is defined as running from February 1 to January 31. The financial institution(s) where all monies are kept shall list as a minimum the name of the Executive Director, Treasurer, and the President as authorized custodians.

ARTICLE X: REMOVAL FROM OFFICE. Any member may initiate discussion at a general meeting or board meeting to remove an Officer from their position for reasons of dereliction of duty or failure to perform the duties of the position in the best interest of TFAA or TMAC. A vote on the motion to remove the Officer shall be taken at the next meeting following the discussion and passed by a majority vote of the attending membership and submitted signed proxy ballots. All members must be notified of the motion under discussion. Results will be published in the next newsletter.

ARTICLE XII: NOMINATIONS AND ELECTIONS. The Executive Director shall serve in perpetuity, unless removed by vote for dereliction of duties, misrepresentation of self and foundation or resignation. Election of Officers shall be held at the February meeting following TMAC's first meeting of the year and officer selection. Officers will then assume their responsibilities on that day.

Election shall be a majority vote of attending members at the Meeting. Signed proxy ballots submitted to the Secretary prior to the meeting will be included in the election results. Special Elections may be called by the Board at any time to fill vacancies left by resignation.

ARTICLE XIII: AMENDMENTS. Amendments to these bylaws may be proposed by any member of TFAA or TMAC to the Executive Board. If approved by the board, amendments will be discussed at a general meeting of TFAA and brought to a vote at the next general meeting. If the Executive Board does not approve the changes proposed, then the proposing TFAA member must obtain twenty (20%) of the current membership. The changes then will be brought to the general meeting for discussion and a vote will be taken at the following meeting. The amendment shall be incorporated into the bylaws if approved by a majority vote of the members present or who have submitted proxy votes to the Secretary prior to the vote.

ARTICLE XIV: GIFTS. On behalf of TMAC, TFAA Executive Board shall receive all gifts made to TMAC and administer them in accordance with the terms of such gift. Where no terms are specified, the Board may create such terms as they may determine. No member of the Executive Board may accept any personal gift as a result of their service to TMAC or TFAA.

ARTICLE XV: CONFLICT OF INTEREST. Members of the Executive Board shall avoid any conflict of interest. Board members must disclose any situation to the Board that might constitute a conflict of interest. Any Member that has a conflict. The Board member shall explain their conflict then remove themselves so that the board may continue to discuss openly and freely without any idea of reprimand. Conflict that arises from donor/sponsorship funds that are in conflict with donor expectations versus Board responsibilities and mission will be resolved by deferring to the vision and mission of TFAA.