



## Code of Regulations of the Tipp City Area Arts Council An Ohio Non-Profit Corporation

### ARTICLE I INTRODUCTION

**1.1 Purpose of the Code of Regulations.** These regulations are adopted by Tipp City Area Arts Council, Inc. an Ohio non-profit corporation for the regulation and management of its affairs.

**1.2 Purpose & Powers of the Corporation.** This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code and will have the powers as stated in its Articles of Incorporation, this Code of Regulations, and whatever powers are or may be granted by the non-profit corporation law of the State of Ohio or any successor legislation.

The primary purpose of this Corporation is to promote, develop and support the visual, musical, performance and literary arts in the Tipp City, Ohio area.

**1.3 Purpose & Powers of the Corporation.** Notwithstanding any other provision of this Code of Regulations, no Trustee, Officer, Employee, Artist Member or any other person designated as a representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and this Code of Regulations.

**1.4 Principal Place of Business.** The principal place of business of this Corporation will be located in Tipp City, Ohio. In addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

**1.5 Statutory Agent.** The initial statutory agent for this Corporation is Andrew T. White, 249 S. Garber Drive, Tipp City, Ohio 45371.

### ARTICLE II MEMBERS

**2.1 Classes of Members.** The Corporation shall have two (2) classes of Members which shall be referred to as (1) Trustees, and (2) Member Artists.

### ARTICLE III TRUSTEES

**3.1 Board of Trustees.** The Trustees shall be collectively referred to as The Board of Trustees. The Board of Trustees is that group of persons vested with the management of the business and affairs of this Corporation.

**3.2 Number of Trustees.** There shall be no more than fifteen (15) Trustees serving at any one time and there shall be no less than ten (10) except that if at any time there are less than ten (10) Trustees they may act for the purpose of nominating and electing new Trustees to bring the total number of Trustees to at least ten (10).

**3.3 Terms of Trustees.** Trustees who are elected at a January Regular Meeting of the Board of Trustees shall serve a term of three (3) years. The term shall end upon the election of the Trustee's successor or reelection of the Trustee at the January Regular Meeting of the Board Trustees held three (3) years following the Trustee's election. If no successor is elected for the Trustee, or if the Trustee is not reelected, then the Trustee's term shall end at the adjournment of the meeting. A Trustee may serve for no more than three (3) consecutive three (3) year terms.

**3.4 Nomination of Trustees.** A current Trustee who is seeking election to another three (3) year term does not need to be nominated in order to be placed on the slate of candidates for election at a Regular January Meeting.

A candidate who has not previously served as Trustee who is seeking election to a three (3) year term shall provide an Officer of the Corporation with a letter outlining his or her interest in the Corporation and qualifications to serve as Trustee. The letter shall be submitted no later than 6:00 p.m. on the day of the Regular November Meeting prior to the Regular January Meeting at which the candidate seeks to be elected.

The Executive Committee shall review the letter and take whatever additional action it deems necessary to determine whether the candidate's participation as Trustee will benefit the Corporation. Upon a majority vote of the Executive Committee to nominate the candidate, the candidate shall be placed on the slate of candidates for election at the January Regular Meeting. The Executive Committee shall provide the entire Board of Trustees with all pertinent information relating to the nominated candidate and shall invite the nominated candidate to attend the Regular Meetings leading up to and including the Regular Meeting at which the election will be held.

**3.5 Election of Trustees.** Election of Trustees to serve three (3) year terms shall be held at each January Regular Meeting of the Board of Trustees beginning in January 2017.

No more than five (5) Trustees may be elected to three (3) year terms at a January Meeting. Trustees are elected by a majority vote of the current Trustees.

- 3.6 Trustees Replacement.** If at any time the total number of Trustees is less than fifteen (15), the Executive Committee may seek candidates to serve as Trustee. A Trustee nominated and elected under this Section shall serve until the first Regular January Meeting at which less than five (5) current Trustees' terms are set to expire. The nomination process for replacement Trustees shall be the same as that set forth in Section 3.4 except that a letter of interest may be submitted to an Officer of the Corporation by a candidate at any time. The election of a replacement Trustee may be held at any Regular Meeting following nomination of the candidate by the Executive Committee and the replacement Trustee shall be elected upon a majority vote of the current Trustees.
- 3.7 Meeting Location.** All meetings shall be held at 90 South Tippecanoe Drive, Tipp City, Ohio or as otherwise designated by the Trustees.
- 3.8 Regular Meetings.** Regular Meetings of the Board of Trustees shall be held on the second Tuesday of each month at 6:30 p.m.
- 3.9 Special Meetings.** Special Meetings of the Board of Trustees may be called by any Officer of the Corporation by delivering to each Trustee not less than two (2) or more than fourteen (14) days before the date of the proposed Special Meeting, either personally, by first-class mail or electronic mail. The notice shall state the business to be transacted at or the purpose of the meeting.
- 3.10 Quorum and Voting.** A majority of the whole Board of Trustees shall constitute a quorum at a Regular or Special meeting. The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater number is required under the provisions of the non-profit corporation law of the State of Ohio, the Articles of this Corporation or any provisions of these Regulations.
- 3.11 Removal of Trustees.** Any Trustee, including those who are Officers, may be removed by a unanimous vote by the whole Board of Trustees, excluding the person to be removed and those abstaining from the vote.
- 3.12 Action Without a Meeting.** Unless otherwise prohibited by the non-profit corporation law of the State of Ohio, the Articles of this Corporation or any provisions of these Regulations, any action that may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by a majority of the Trustees who would be entitled to notice of a meeting for that purpose. An email from a Trustee indicating his or her approval or affirmative vote is a signed writing for purposes of this section.
- 3.13 Trustee Dues.** Annual dues for Trustees shall be set by the Board of Trustees.

## ARTICLE IV MEMBERS ARTISTS

- 4.1 Member Artists.** Member Artists are those persons who pay annual membership dues as set by the Board of Trustees.
- 4.2 Terms of Membership.** Terms of membership of Member Artists shall be set from time to time by the Board of Trustees.
- 4.3 Voting Rights.** Member Artists shall not have voting rights management and affairs of the Corporation.

## ARTICLE V OFFICERS & COMMITTEES

- 5.1 Roster of Officers.** Four Trustees shall also serve as the Officers of this Corporation, and shall consist of the following: President, Vice President, Secretary, and Treasurer.
- 5.2 Election of Offices.** The Officers shall be elected and installed annually at the January Meeting of the Board of Trustees. An Officer shall serve no more than five (5) consecutive annual terms in any one particular office.
- 5.3 President.** The President is the Chief Executive of this Corporation and will, subject to the control of the Board of Trustees or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident of the office and any other duties that maybe required by these regulations or prescribed by the Board of Trustees.

The President shall have the following specific duties: (a) to preside over all meetings of the Board of Trustees; (b) general supervisory powers of all the Corporation's affairs; (c) the President shall appoint all members of committees except as otherwise set forth in these Regulations; (d) the President is a member ex officio of all committees; (e) the President shall have check signing authority along with the Treasurer; (f) the President shall assure that all meetings of the Corporation are convened in accordance with this Code of Regulations; and (g) the President shall enter into all contracts, agreements, obligations, and other undertakings as designated by the Board of Trustees in the name of the Corporation. The President shall also be vested with the authority to hold the carrying vote in any vote had by the Board of Trustees at any Regular or Special meeting.

- 5.4 Vice President.** The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Trustees, the President, and by the Code of Regulations.
- 5.5 Secretary.** The Secretary will keep minutes of all meetings of the Board of Trustees, be the custodian of the corporate records, give all notices as are required by law or these Regulations and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Trustees.

The following are the duties of the Secretary of this Corporation: (a) to provide and keep the minutes of all meetings; (b) to send minutes of the previous Trustee Meeting to all Trustees one (1) week prior to their next scheduled meeting; (c) to keep a list of the Trustees; (d) to issue notices of meetings to the Board of Trustees; (e) to conduct correspondence on behalf of the Corporate officers and to receive all correspondence, reporting on same at the next ensuing Board of Trustees; and (f) to perform other duties as designated by the Board of Trustees.

**5.6 Treasurer.** The Treasurer will have charge and custody of all funds of the Corporation, and will deposit the funds as required by the Board of Trustees, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Trustees and to the Members as required by the Board of Trustees or by Law. The Treasurer will perform all general duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Trustees.

Duties of the Treasurer of the Corporation are as follows: (a) to render an accounting of all receipts and disbursements by the Corporation in accordance with generally recognized accounting principles; (b) to write all checks for disbursement as directed by the Board of Trustees; (c) to make a written report for each Board of Trustees meeting, giving a full account of all receipts and disbursements; (d) to present all financial records for audit at the close of the fiscal year; and (e) to prepare a proposed annual operating budget to be presented at the August Board of Trustees meeting for approval by the Board of Trustees (f) to prepare all reports which are required to be submitted to governmental entities.

**5.7 Committees.** Committees may be created from time to time by a vote of a majority of the Trustees at a Regular or Special meeting at which a quorum is present. Persons who are not Trustees may serve on committees. Every committee must have at least one Trustee as a member and persons who are not Trustees shall have no voting power on committees.

## ARTICLE VI OPERATIONS

**6.1 Fiscal Year.** The fiscal year of this Corporation shall end December 31 of each calendar year.

**6.2 Execution of Documents.** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President or other designated officer, and will have attached copies of the resolutions of the Board of Trustees certified by the Secretary authorizing their execution.

**6.3 Books & Records.** The Corporation will keep correct and complete books and records of account, and will also keep proceedings of its Members, Board of Trustees, and

Executive Committees. The Corporation will keep at its principle place of business a membership register giving the names, addresses, classes, and other details of the membership of each member in the original or a copy of its Regulations, including amendments to date certified by the Secretary of the Corporation.

**6.4 Inspection of Books & Records.** All books and records of this Corporation may be inspected by any Trustee or the Trustee's agent or attorney, for any proper purpose at any reasonable time on written command under oath stating the purpose of the inspection.

**6.4 Non-profit Operations.** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Trustees or Officers. It is the intent for this Corporation to apply for and obtain exempt status under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, and to conduct its operations in a manner consistent with that goal.

## ARTICLE VII INDEMNIFICATION AND DISSOLUTION

**7.1 Indemnification & Dissolution.** The Corporation shall indemnify any Trustee, Officer or Employee of the Corporation against any expenses (including amounts paid in settlement), reasonably incurred by such person in connection with the settlement or defense of any action, suit, or proceeding to which he or she is made party by reason of his or her good faith action or inaction as an Officer, Trustee, or Employee of the Corporation (whether or not he or she is a Trustee, Officer or Employee at the time of incurring such cost and expense); provided, however, that no person will be entitled to such an indemnification if the action, suit, or proceeding determines that he or she has acted in bad faith, wantonly, maliciously, committed gross neglect, or willful misconduct during the performance of his or her duties, or in the event that a final adjudication is not made in such action, suit or proceeding, if the Board of Trustees specifically considers the matter and reasonably determines that such person has committed gross neglect, willful misconduct, or acted maliciously or wantonly in the performance of his or her duties. The foregoing rights of indemnification will not be exclusive of any other rights to which any Trustee, Officer, or Employee may be entitled as a matter of law. The Board of Trustees is hereby authorized to purchase the necessary liability insurance coverage to effectuate the provisions of this paragraph.

Upon dissolution of Tipp City Area Arts Council, Inc., the Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the assets of the Corporation by transferring them to Tipp-Monroe Community Services, Inc., if its then in existence, and if it is then an organization operated exclusively for charitable, scientific, literary, or educational purposes that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

If Tipp-Monroe Community Services, Inc. is not in existence at the time of the dissolution of the Corporation, or if

it is not then an organization operated exclusively for charitable, scientific, literary, or educational purposes that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), then the Trustees shall transfer the assets of the Corporation to another organization operated exclusively for charitable, scientific, literary, or educational purposes that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees will determine.

### ARTICLE VIII AMENDMENT

**8.1 Modification of Regulations.** The power to alter, amend, or repeal these Regulations, or to adopt new Regulations to the extent allowed by law, is vested in the Trustees. These Regulations may be altered, amended, or repealed, by the Trustees at any Regular or Special meeting of the Board of Trustees by the affirmative vote of three quarters of the whole Board of Trustees.

### ARTICLE IX INITIAL TRUSTEES & OFFICERS

**9.1 Initial Trustees.** The initial Trustees of the Corporation shall be follows:

Terms ending on the day of the January 2019 Regular Meeting:  
Terry Bessler  
Lynn Shirk  
William House

Terms ending on the day of the January 2018 Regular Meeting:  
Renee Matsunami  
Debra Strauss  
John Roberts  
Marti Goetz  
Marilee Lake

Terms ending on the day of the January 2017 Regular Meeting:  
Bryan Blake  
Randy Luken  
Kathy Gilmore  
Andrew White  
Ruth Safreed

**9.2 Initial Officers.** The initial Officers of the Corporation shall be follows:

President: Andrew White  
Vice President: William House  
Secretary: Debra Strauss  
Treasurer: Ruth Safreed

The initial Officers shall serve until the January 2017 Regular Meeting of the Board of Trustees.

### ARTICLE X ADOPTION

**10.1** This Code of Regulations is adopted by the initial Trustees of the Corporation on November 11, 2015 at Tipp City, Ohio.

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Ruth Safreed, Trustee

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Marti Goetz, Trustee

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Terry Bessler, Trustee

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Marilee Lake, Trustee

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Bryan Blake, Trustee

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Andrew White, Trustee

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Lynn Shirk, Trustee

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Randy Luken, Trustee

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Kathy Gilmore, Trustee

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William House, Trustee

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Renee Matsunami, Trustee

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John Roberts, Trustee

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Debra Strauss, Trustee