

BYLAWS
OF
FRIENDS OF MULTI ARTS CENTER, INC.

Article I

Definitions

Section 1.01 Name. The “Organization” shall mean: Friends of Multi Arts Center, Inc., its successors and assigns.

Section 1.02 Board. The “Board” shall mean: the Board of Directors of the Organization.

Section 1.03 Staff. The "Staff " shall mean: the Executive Director and any employees, interns or volunteers under the Executive Director's management.

Section 1.04 Principal Office of the Organization. The principal office of the Organization shall be designated by the Board of Directors.

Article II

Purposes, Objectives and Governing Instruments

Section 2.01 Organization Mission Statement. Engaging the community by facilitating an educational and creative environment for the development and exploration of the arts.

Section 2.02 Vision Statement. Where art happens!

Section 2.03 Charitable, Educational Purposes and Powers. The purposes of the Organization, as set forth in the Articles of Incorporation, are exclusively charitable or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Organization shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

- a. The specific purposes of the Organization are to operate a center for the arts, foster a creative environment to develop, explore, and engage the community in the arts through classes, exhibits, art experience, educational, cultural, and outreach programs.

- b. The Organization will engage in activities that will further, and are consistent with, the mission of the Organization, including, but not limited to, public cultural performances and exhibits, presentations to groups, panel discussions, publication of literature, public education, and public relations.

Section 2.04 Governing Instruments. The Organization shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.05 Nondiscrimination Policy. The Organization will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, veteran status, political affiliation, or any other basis prohibited by law.

Section 2.06 Rules of Order. The rules contained in the current version of *Robert's Rules of Order Newly Revised* shall govern this Organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws, policy or the special rules of order of this Organization.

Article III

General Membership

Section 3.01 Membership Categories, Benefits, and Dues. Membership categories, benefits and dues shall be determined by the Board.

Section 3.02 Term. Membership is granted after completion and receipt of a membership application and annual dues. The term of membership is one year from the date of joining/renewal.

Section 3.03 Eligibility for Voting Membership. Voting membership shall be open to any current member over age 18.

Section 3.04 Rights of Voting Members. Voting Members may propose amendments for these Bylaws according to the stipulations in Article XII. Voting rights are limited to:

- a. Nomination and voting to elect new Board members during the Annual November Membership meeting.
- b. Voting to ratify bylaw amendment changes.

Section 3.05 Resignation and Termination. Any general member may resign by filing a written resignation with the Board Secretary. Resignation shall not relieve a member of unpaid dues, or

other charges previously accrued. A general member can have their membership terminated by a majority vote of the general membership.

Section 3.06 Non-voting Membership. The Board shall have the authority to establish and define non-voting categories of membership.

Section 3.07 General Membership Meetings. Meetings of the Organization's voting eligible members shall be held at least twice a year. The date, time, and location shall be determined by the Board of Directors in accordance with these Bylaws where applicable. Additional meetings of the general membership may be called by the Board of Directors as needed. Agendas shall be prepared by the President and Executive Director and shall be available to the membership at least one week in advance of the meetings unless otherwise stipulated in these Bylaws.

Article IV

Board of Directors

Section 4.01 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Organization and shall exercise all the powers that may be exercised by the Organization.

Section 4.02 Duality of Interest. Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board or a committee of the Organization for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such persons may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 4.03 Composition. The Board of Directors shall be composed of persons representing the diversity of the community, taking into account race, gender, economic status, age and other factors. A majority of Board members (51% or more) shall be persons who reside or work within Payne County.

Section 4.04 Obligations of Board Membership. All Elected Board members are voting members of the Organization and shall maintain their Friends of the Multi Arts Center membership throughout their Board service. Board members will be subject to the same background check requirements as all Multi Arts Center staff and volunteers.

- a. Meeting Attendance. Board members shall attend scheduled Board meetings. If unable to attend a scheduled Board meeting, at least 24-hours notice shall be provided to the Board. Absence from three (3) consecutive regular Board meetings or Six (6) total Board meetings throughout a year, regardless of whether or not prior notice was given for any of the absences, will be considered a forfeiture of Board membership and willful resignation. Requests for extended or long-term leave from Board service, not to exceed 6 consecutive or total months and to include exact dates of absence time period, must be approved by a majority vote of Board members present at a regular meeting of the Board. The Friends of Multi Arts Center Executive Director shall attend all Board meetings to provide specific details on daily operations, staff, and on-going programs.

- b. Obligation of Fiscal Support. All Board members are expected to contribute an in cash donation to the Organization of least \$500 per calendar year. In lieu of the cash donation, a Board member may provide an in kind equivalent in the form of teaching classes for the benefit of the Organization, without any payment to the Board member for their instruction. It is the responsibility of the Governance Committee to track Board member compliance with this obligation.

Section 4.05 Ex Officio Board Members and Voting Rights. The Executive Director is an Ex Officio member of the Board. The Board of Directors may appoint Ex Officio members to to the Board as the Board deems necessary for carrying out the activities of the Organization. Unless otherwise explicitly stipulated in these Bylaws, any Ex Officio members of the Board of Directors may participate fully in Board discussions and deliberations, but they do not possess voting rights. With the exception of the Executive Director, Ex-Officio Board Member terms are determined by the Board at appointment, but to last no longer than one year from the date of appointment.

Section 4.06 Number. The number of Board members constituting the entire Board shall be fixed by the Board, but such number shall not be less than nine (9) or more than thirteen (13).

Section 4.07 Removal. Any Director may be removed by a $\frac{2}{3}$ vote of the Board members in office at any meeting of the Board convened in compliance with these Bylaws. No Board member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 4.08 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.09 Committees. The Board of Directors may create committees with specified powers which the Board deems necessary for carrying out the activities of the Organization. If no Board member(s) voluntarily commits to chair or serve, the President shall appoint persons to chair and serve on those committees, including persons who are not Directors. The committee chair shall approve all members of that committee until such time the committee is disbanded. Any committee, by direction of the Committee Chair and with the exception of the Executive Committee, may be divided into sub-committees that work together to achieve the Committee's goal(s). Any Committee may, and at times must, bring recommendations to the Board for action regarding pursuit or achievement of the Committee's goal(s).

- a. Standing Committees. Standing committees shall include: Executive, Governance, Building/Facility, Finance, Fundraising, Gallery, Grants, Membership and Volunteership, Personnel, Promotions, and Technology. Each committee shall include at least two members of the Board and may include persons who are not members of the Board.
- b. Executive Committee. The Executive Committee shall consist of the President, VicePresident, Past President (if position is filled), Secretary, Treasurer, Executive Director, and any additional Board members as invited by the Board of Directors. This Committee, under the leadership and guidance of the Chair of the Committee, the Board President, provides leadership and assistance when the President and/or Executive Director identify action items in pursuit of the mission of the Organization. In accordance with established policies and procedures, the President and the Executive Committee shall perform the performance evaluation of the Executive Director at least annually and make recommendations to the Board for action (such as recommendation for raises, disciplinary action or termination). The Executive Committee shall report recommendations to the Board of Directors for action. The Executive Committee may not: hire or fire the Executive Director, approve a change to the budget or make major structural decisions (such as adding or eliminating programs). With a unanimous vote of all Committee members by roll call, the Executive Committee may speak for the Board as a whole or make decisions on behalf of the entire Board between meetings of the Board of Directors in instances where special circumstances require expeditious actions; subject to any other limitation imposed by the Board of Directors or these Bylaws. Written minutes of all Executive Committee meetings and business shall be provided at the next Board meeting.
- c. Governance Committee. The Governance Committee, consisting of at least three (3)

Board members, shall be appointed and approved by the Board. The Governance Committee is responsible for the quality, health and future viability of the Board of Directors through reviews and recommendations to the Board for action. This Committee addresses Board member roles and responsibilities at a policy and procedure level, as well as at an individual Board member level (in conjunction with the Board President). The Governance Committee is responsible for Board development and composition including identifying and confirming the availability of candidates for vacant positions on the Board, accepting nominations for and nominating Board members for election as Board Officers, and assessing current and future Board composition needs and strategic planning therein in accordance with these Bylaws. The Committee provides oversight of Board operations, including maintenance of Organizational historical knowledge, Board member orientation, Board education, and applicable policies and procedures. No person shall serve on the Governance Committee for more than three (3) consecutive years.

- d. Building/Facility Committee. The facilities committee is in charge of monitoring the physical holdings of the Organization in terms of its buildings, land, and other real estate. This committee monitors the physical condition of all facilities and ensures that the Organization's physical structures are maintained in good condition.
- e. Finance Committee. The Finance Committee monitors the Organization's financial stability, authorizes annual audits and reviews of the Organization's financial procedures, and makes recommendations to the Board of fundraising goals for annual and special fund drives. The committee oversees the stewardship of endowment and other reserve funds for the Organization. Each year, the Committee will meet with the Executive Director to review the Organizational Budget, prepared and proposed by the Executive Director, for the upcoming Fiscal year according to the following schedule:
 - i. Review to commence in April
 - ii. Budget to be brought to the Board to be approved at or before June monthly Board meeting, with intent to have Organizational Business ready prior to Summer General Membership Meeting
- f. Fundraising Committee. The Fundraising Committee shall lead the Board in efforts that attract money and services either general or for a specific, identified need, through events, donors, programs or other means needed to carry out the mission of the Organization. Coordinated efforts regarding use of raised funding to fall under the responsibilities of the Organization's Executive Director or designated staff.

- g. Gallery Committee. The Gallery Committee shall be responsible for addressing the needs of the Artists' Gallery. Such needs include, but are not limited to, policy and procedures, review of artist entry and commission rates, and assisting staff with identified maintenance and improvements needs.
- h. Grants Committee. The Grants Committee is charged with providing the Board, in partnership with the Executive Director, the grant research and proposal development to further the interests and goals of the Organization and its members. Coordinated efforts regarding use of grant funding to fall under the responsibilities of the Organization's Executive Director or designated staff. This committee will also review applications for Scholarships according to policies and make recommendations to the Board on Scholarship use or fund disbursement.
- i. Membership and Volunteership Committee. The Membership and Volunteership Committee shall work toward the promotion and recruitment of members and volunteers. Membership and Volunteer needs, as identified by the staff, are prioritized, pursued and addressed by this Committee in conjunction with staff lead efforts or via recommendations to the Board for action. Coordinated efforts regarding benefits of membership(s) and use of volunteers to fall under the responsibilities of the Organization's Executive Director or designated staff.
- j. Personnel Committee. The Personnel Committee will develop and/or revise personnel policies for Board approval, review job descriptions, establish a salary structure, annually review staff salaries, and review the benefits package.
- k. Promotions Committee. The Promotions Committee is charged with the promotion, marketing, and generation of publicity for the Organization.
- l. Technology Committee. The Technology Committee maintains, organizes, architects, secures and documents the technology of the Organization to the fulfilment of the needs of the facilities and all operations. This committee is tasked with addressing Board or Staff identified technology related issues, interests, needs or concerns.
- m. Special Committees. Special committees may be created and defined by the Board as necessary,
- n. Any committee that met during the month shall provide a copy of meeting minutes to the Board at least one week prior to the next Board meeting and provide a copy to the Secretary.

Article V

Board Meetings and Transaction of Business

Section 5.01 Quorum. At any/all meetings of the Board, a quorum shall consist of fifty percent (50%) of the Board Members then in office for the transaction of business. However, should a quorum not be present, a majority of the Board Members present shall adjourn the meeting after setting a time and location for another meeting when a quorum shall be present.

Section 5.02 Voting. Except as otherwise provided in these Bylaws, decisions of the Board of Directors shall be by vote of a majority of those present. Each Board member, with the exception of the President and Ex Officio members, shall have one vote. Members of the Board may vote only in person; there shall be no proxy voting. In the event that there is a tie in any vote, the President shall vote to be the tie-breaker. If the President wishes to participate in a particular vote, the Vice-President will not vote unless to break a tie.

Section 5.03 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5.04 Regular Board Meetings. Regular meetings of the Board shall meet monthly. Regular meetings are open to voting members and the general public. Visitors may attend the meetings and only observe the proceedings. At any time during the meeting, the Board may choose to allow attending members or visitors to comment or express concerns for a period of time as decided by the Board at that time or in accordance with policies or procedures.

Section 5.05 Strategic Business Planning. The Board will meet to develop the Organizational Strategic Business Plan according to the following schedule:

- a. Planning to commence in February monthly Board meeting
- b. Plan to be finalized at or before April monthly Board meeting

Section 5.06 Special and Emergency Meetings. Special and Emergency meetings of the Board shall be held at any time and at any place when called by the President, or by at least three (3) Board Members. Business transacted at these meetings shall be confined to the purposes of the meeting stated in the notice of the meetings. Written minutes of these meetings must be submitted to the Board, and a copy provided to the secretary at the next regular meeting.

Section 5.07 Executive Sessions. During any Board meeting, the Board may choose to enter “Executive Session,” at which time only the members of the Board and any invited guests will be allowed in the session. Entering Executive Session requires that the intent for Executive Session be on the agenda for the meeting with a stated purpose for the session, and a majority vote of the Board prior to entering the session. The minutes of Executive Sessions shall be confidential, but communicated with the Executive Director and Board and maintained in a manner according to Organization policy.

Section 5.08 Notice of Meetings. Notice of regular Board meetings, shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices of special meetings of the Board shall state that it is a special meeting being called and may be given orally at a current meeting of the Board or in writing at least three days or seventytwo (72) hours prior to the meeting time. Notices of emergency meetings of the Board shall state that it is an emergency meeting being called and may be given orally at a current meeting of the Board or in writing at least twenty-four (24) hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

Section 5.09 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article VI

Board Member Classes, Elections, Board Terms and Rotations

Section 6.01 Elected Board Members. Elected Board Members serve three (3) year Board terms according to a Rotation Schedule and are elected to the Board by a majority vote of voting members of the Organization present at the Annual November Membership meeting. Term years fall between the months of January and December.

Section 6.02 Appointed and Confirmed Board Members. In the event of a new Board directorship or a Board member vacancy arising at any time and from any cause, the Board may appoint Board members by the vote of a majority of the Board members then in office at any Board meeting.

- a. These Appointed Board Members serve with the intention of completing the service required of the Board Term Rotation group the vacancy occupies

- b. These Appointed Board Members must be included in the election of Board members most immediately following their appointment in order to be Confirmed to their appointment.
- c. If Confirmed, the Board member's Board service will end with the Board Term Rotation group in which the vacancy originated.
- d. If service of an Appointed Board Member is less than two full calendar years, this will not be considered a first term and the Board member will be eligible for election to a full, first term (three (3) years).

Section 6.03 Board Term Rotation.

- a. Board Term Rotations are maintained and tracked by the Governance Committee.
- b. Board Term Rotations are named accordingly:
 - i. Group One
 - ii. Group Two
 - iii. Group Three

Section 6.04 Rotation Schedule. The Rotation Schedule serves to stagger Board member three (3) year terms by requiring rotation of approximately one-third of the total number of the Board members at the end of each year.

Section 6.05 Term Limits. Board members are limited to two consecutive terms each. Following two consecutive terms, the member is not eligible to serve as a Board of Director of the Organization for at least one full calendar year.

Section 6.06 Elections, Notices, and Voting. Board member elections shall be held in November, during the Annual November Membership meeting. Notice of the scheduled election shall be provided in writing via a public notice at the Multi Arts Center and via electronic mail to the general membership within forty-five (45) days of the election date. Results of any election will be provided verbally immediately following the count, in writing via a public notice at the Multi Arts Center, and via electronic mail to the general membership, within fifteen (15) days of the completed election date, and included in the membership meeting minutes. General members may provide nominees for Board candidacy to the Board or Governance Committee no later than thirty (30) days prior to the election date.

Election voting:

- a. Shall be conducted by secret ballot
- b. Ballots shall be counted by at least one (1) staff member and one (1) general member, none of whom are currently standing officers or listed as a nominee.
- c. Shall encourage informed election voting:
 - i. Nominees must be present during the election.
 - ii. Nominees will provide a brief biographical introduction either in writing or vocally, providing that all members can hear.
 - iii. Time during the election will be provided for the membership to ask no more than two (2) questions per nominee and for the nominees to answer.
 - iv. A roster of nominees provided by the Governance Committee shall be included
 - v. At least fifteen (15) days prior to an election, voting members shall receive in writing via a public notice at the Multi Arts Center and via electronic mail to the general membership a nominee list developed by the Governance Committee.
 - vi. During the election, the nominee list does not have to be distributed on paper, shall be presented during the meeting in a way which is legible to meeting attendees, cannot be only read aloud, and ultimately must be documented in the meeting minutes.
 - vii. No nominations from the floor are allowed.
 - viii. The nominee list shall include:
 1. Nominee name and brief biographical information
 2. The Board Term Rotation group which the nominee will be assigned
 3. The date upon which their term will end (i.e.; 'end of December 2020')

Section 6.07 Invalid Elections. In the event of an invalid election during the Annual November Membership meeting, a vote of the voting members of the Organization must be called for a new election for Board members.

- a. Examples of invalid elections include, but are not limited to: membership were not given full forty-five (45) days notice prior to an election, confirmed evidence of illegal voting, voting structure as outlined in this document was not followed, etc.
- b. Following a new election, regardless of how much time has passed since the invalid election occurred, the resulting Elected Board Members begin service at the time of the election meeting and serve a shortened term which ends three (3) years from the date of the Annual November Membership meeting in which the invalid election occurred.
- c. Any election disputes beyond stipulations of these Bylaws are to be resolved by a Resolution Committee established at the time of the election and whose appointees will be no more than three (3) voting members of the Organization. The appointed Committee members are decided by a majority vote of the voting members present at the meeting. If no resolution can be reached at the time of the election, the election must be closed and considered invalid, requiring another election at a new date and time.

Article VII

Officers

Section 7.01 Offices and Term of Office. The Officers of the Organization shall be a PastPresident (if position is filled), President, Vice President, a Secretary, and a Treasurer. Each Officer shall hold office for a term of one (1) year unless such Officer shall have resigned or shall have been removed as provided in these Bylaws.

- a. The Board may appoint other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.–Such Officers shall serve for such period as the Board may designate but no more than one year.
- b. No Officer of the Organization shall serve more than two (2) consecutive terms in the same office. However, any Officer appointment made within the last three months of the year will not count as a first term in that Office for that Board member.
- c. The Board may appoint, by majority vote of Board members present at a meeting, an Officer to fill the vacancy of one who has resigned or been removed.

- d. Should any Officer positions become vacant mid-year, those offices shall be filled no later than sixty (60) days following the date of vacancy.
- e. The Board may assign additional duties and responsibilities to the officers as the Board deems necessary.

Section 7.02 Officer Elections. Officers shall be elected by the Board from among the members of the Board, at the first Board meeting of the new calendar year, following the Annual November Membership meeting and election of new Board members. Officers shall assume their duties in that meeting immediately following their election.

Section 7.03 Officer Eligibility. Excepting for situations preventing the option, the office of President requires a full year's prior service on the Friends of Multi Arts Center Board of Directors.

Section 7.04 Powers and Duties of the President. The President is considered the Chief volunteer of the Organization. This Officer partners with the Executive Director in achieving the Organization's mission by meeting regularly with the Executive Director to discuss Organizational needs. The President works with the Governance Committee when necessary to provide leadership to the Board of Directors in setting policy and guidance for the Board in setting priorities and handling governance concerns. The President chairs Board meetings and develops meeting agendas with the Executive Director. The President appoints chairpersons of committees as applicable according to these Bylaws and serves as Ex Officio member of all committees, attending as available. The President Chairs the Executive Committee, monitors financial planning and financial reports, plays a leading role in fundraising, leads the evaluation of performance of the Executive Director, and evaluates performance of Organization in achieving mission. The President shall have access to the website, all social media sites, and online communication tools.

Section 7.05 Powers and Duties of the Past President. The Past President shall serve as a nonvoting parliamentarian in Board meetings and serve on the Personnel Committee.

Section 7.06 Powers and Duties of the Vice-President. The Vice-President is an Ex Officio member of the Personnel Committee and assumes the Board chair responsibilities when the President is unavailable. The Vice-President reports to the Board President as a partner in Board chair efforts for the Organization and with the Staff. The Vice-President works with the President to develop and implement Board Officer transition plans. The Vice-President attends committee meetings in absence of chair as available.

Section 7.07 Powers and Duties of the Secretary. The Secretary shall keep accurate records and minutes of all meetings of the Organization; make available copies of the minutes of the

previous meeting and distribute them at least five (5) days in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Organization and a current listing, with phone numbers and addresses, of the Directors at the office of the Organization; is familiar with legal documents (articles, Bylaws, IRS letters, etc.), to note applicability during meetings; shall have access to the website, all social media sites, and on-line communication tools.

Section 7.08 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Organization. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Organization, and the Treasurer shall cause to be entered regularly in the books and records of the Organization to be kept for such purpose full and accurate accounts of the Organization's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Board member upon application at the principal office of the Organization during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board. The Treasurer shall serve as the chair of the Finance Committee.

- a. The Board may require the Treasurer to be bonded with the cost of bonding being covered by the Organization.
- b. The Treasurer shall present financial statements at each regular Board meeting and at the general membership meetings.
- c. The Treasurer shall disburse money as required. Expenses beyond ordinary budgetary guidelines shall be approved by the Board.
- d. The Treasurer shall ensure that IRS Form 990 is filed annually by the due date.
- e. The financial records shall be reviewed annually by a Board appointed committee.

Section 7.09 Removal. Any Officer may be removed from office at any time, without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 7.10 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing, and delivered to any other Board member, and to take effect immediately without acceptance by the Organization.

Article VIII

Bank Accounts, Checks, Contracts and Investments

Section 8.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Organization. The Board shall identify, document and formally approve via a majority vote of the Board members present at any Board meeting who shall be authorized from time to time on the Organization's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 8.02 Contracts. The Board may authorize in writing any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03 Investments. The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Section 8.04 Fiscal Year. The Organization has adopted a calendar year-end, January to December.

Section 8.05 Records. All records of the Friends of Multi Arts Center, Inc. shall be maintained in the Executive Director's office of the Multi Arts Center. These records shall include, but not limited to, Organization and financial information, meeting minutes, master record of Board member orientation packet, lease agreement, and other records required by Section 501(c)(3) of the Internal Revenue Code.

Article IX

Indemnification

Section 9.01 Indemnity Under Law. The Organization shall indemnify its directors and officers to the fullest extent permitted by the State of Oklahoma statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Organization) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Section 9.02 Additional Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification

hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 9.03 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article X

Exoneration

Section 10.01 Exoneration. To the fullest extent permitted by the State of Oklahoma statutory or decisional law, as amended or interpreted, no director or officer of this Organization shall be personally liable to the Organization or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to the directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article XI

Insurance

Section 11.01 Insurance. The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or who, while a director, officer, employee or agent of the Organization is or was serving any of the entity at the request of the Organization, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of the Article.

Article XII

Dissolution

Section 12.01 The Organization may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and Oklahoma state law.

Article XIII

Amendments

Section 13.01 Amendment Proposals. Any voting eligible member may bring a written proposed amendment for these Bylaws to any Board member for presentation to the Board. (Copies shall be provided for each Board member). Amendments must first be approved at any meeting of the Board called for that purpose by the vote of a majority of the Board members then in office.

Following Board approval, these Amendments must be provided in writing via a public notice at the Multi Arts Center and via electronic mail to the general membership at least fifteen (15) days prior to any vote for ratification. These Amendments shall be ratified by a simple majority vote of the members in good standing present at any general membership meeting called by the Board.

Article XIV

Construction

In the case of any conflict between the Certificate of Incorporation of the Organization and these Bylaws, the Certificate of Incorporation of the Organization shall control.

These Bylaws were adopted at a meeting of the members of Friends of Multi Arts Center, Inc. on this ____ day of _____, 2015.

President

Secretary

Treasurer