

# **BYLAWS OF MANSFIELD COMMISSION FOR THE ARTS**

## **ARTICLE I Purpose and Powers**

**1.1 Purpose.** The Corporation is incorporated for the purposes set forth in the Certificate of Formation, the same to be accomplished on behalf of the City of Mansfield, Texas (the "City"). Further the Mansfield Commission for the Arts shall support and nourish the Arts. The Mansfield Commission for the Arts shall equitably allocate funds and resource for the arts; provide needed services to artists and the community; advocate for culturally diverse arts programs; and be active in the community with regard to cultural planning and development.

**1.2 Powers.** The Mansfield Commission for the Arts shall have the authority to perform the following:

**1.2.1 Budget.** The Board of Directors shall adopt a budget each July and present it to the City Council prior to August 15 each year. The fiscal year for the Mansfield Commission for the Arts is October through September. The Board of Directors shall have final approval of the budget of the Mansfield Commission for the Arts.

**1.2.2 Assets.** The Board of Directors shall have the power to acquire, on behalf of, and in the name of, the Mansfield Commission for the Arts, by purchase, bequest, or otherwise, real and personal property of every kind, and to hold, use or dispose of the same in the name of the Mansfield Commission for the Arts for the purpose of achieving any of the purposes stated herein. The Board of Directors shall have the responsibility of review and oversight of all endowments.

**1.2.3 Loans and Gifts.** The Board of Directors shall have the authority to accept loans and gifts of artwork subject to the established guidelines.

## **ARTICLE II DIRECTORS**

**2.1. BOARD OF DIRECTORS.** The property and business and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Certificate of Formation, and by these Bylaws, the Board shall exercise all of the power of the Corporation.

**2.2. NUMBER OF DIRECTORS.** The Board shall consist of seven <sup>9</sup>~~7~~ directors, each of whom shall be appointed by the City Council (the "City Council") of the City.

**2.3. TERM OF OFFICE.** The Directors shall serve at the pleasure of the City Council for a term of two (2) years, until they resign, are removed, or are no longer able to perform their duties as Directors due to death or disability. For the initial board, four (4) members shall be appointed to two (2) year terms and three (3) members will be a year term with two (2) year terms after the expiration of the first term. Directors shall serve until their successors are duly appointed.

**2.4. VACANCIES.** Any vacancy occurring in the Board shall be filled by the City Council.

**2.5. REMOVAL.** Any Director may be removed, with or without cause, by the City Council.

**2.6. RESIGNATION.** A Director may resign by providing notice in writing to the City Council. The resignation shall be effective upon the later of the date of receipt of the notice of resignation or the effective date specified in the notice. Acceptance of the resignation shall not be required to make the resignation effective.

**2.7. REGULAR MEETINGS OF DIRECTORS.** A regular meeting of the Board shall be held at least annually at which the Board shall elect officers and transact any other business as shall come before the meeting. The Board may designate a time and place for additional regular meetings, by resolution, without notice other than the resolution.

**2.8. SPECIAL MEETINGS OF DIRECTORS.** The President of the Board may call a special meeting of the Board at a time or place determined by the President. The President shall call a special meeting at the written request of two or more Directors.

**2.9. NOTICE OF MEETINGS.** All special meetings of the Board shall be held upon not less than three day's written notice stating the date, time, place, and purpose of meeting given to each Director either personally or by mail. Notice of a regular or special meeting of the Board may be provided to a Director by electronic transmission to the e-mail address of the Director on file with the Corporation. A written waiver of the required notice signed by a Director entitled to the notice, before or after the meeting, is the equivalent of giving notice to the Director who signs the waiver. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where the Directors attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**2.10. QUORUM OF DIRECTORS.** A majority of the Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the act of a greater number is required by law or the Certificate of Formation or these Bylaws. The Directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place as may be determined by a vote of the Directors present at that meeting.

**2.11. COMPENSATION.** Directors shall not receive any salary or other compensation for their services, but may, with Board approval, receive reimbursement for any expenses incurred in the performance of their duties as a Director. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity.

**2.12. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all members of the Board consent in writing or by electronic transmission and the writings or electronic transmissions are filed with the minutes of the proceedings of the Board.

**2.14. DISCHARGE OF DUTIES; RELIANCE ON INFORMATION.** In the discharge of any duty imposed or power conferred upon a Director may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by the Corporation's legal counsel, certified public accountant, or other expert or professional who is retained by the Corporation for a matter within the scope of the services of the expert or professional.

**2.15. RULES OF PROCEDURES.** The Board may adopt rules of procedure for the conduct of its meetings. The failure of the Board to comply with a procedural rule shall not be a basis to invalidate any action taken by the Board.

### **ARTICLE III OFFICERS**

**3.1. POSITIONS AND ELECTION.** The officers of the corporation shall be a President, Vice President, Secretary, Treasurer and any other officers, including assistant officers and agents, as may be deemed necessary by the Board. Any two or more offices may be held by the same person, except for the offices of President and Secretary, and President and Vice President. Officers shall be elected annually at a regular meeting of the Board. Each officer shall serve until a successor is elected and qualified or until the death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board.

**3.2 REMOVAL.** Any officer elected by the Board may be removed with or without cause at any regular or special meeting of the Board by an affirmative vote of a majority of the Board whenever in the judgment of the Board, the removal of the officer is in the best interests of the Corporation.

**3.3. PRESIDENT.** The President shall be the chief executive officer of the Corporation, and, subject to the direction of the Board, shall have general supervision over the business and affairs of the Corporation. The President shall preside at all meetings of the Directors; shall see that all orders and resolutions of the Board are carried out, and shall perform any other duties as the Board may assign within the scope of purpose of the Corporation.

**3.4. VICE PRESIDENTS.** Each Vice President, in order of their rank as designated by the Board shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform other duties as the Board or President shall assign.

**3.5. SECRETARY.** The Secretary shall attend all meetings of the Board, shall record all votes and the minutes of all meetings of the Board. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform other duties as may be prescribed by the Board or the President. The Secretary shall be the custodian of the records and of the seal of the Corporation, and shall affix the seal to all documents and attest to it, when duly authorized by the Board. The Secretary shall be responsible to respond to requests for information in accordance with the records policy of the Corporation and applicable law. In the absence of the Secretary, the duties of the Secretary shall be assumed by the person designated by the Board.

**3.6. TREASURER.** The Treasurer shall have the custody of the corporate funds and securities and

shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board. The Treasurer may be the Director of Finance of the City of Mansfield, who does not have to be a member of the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for the disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and Directors an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or Directors at any time. In the absence of the Treasurer, the duties of the Treasurer shall be assumed by the person designated by the Board.

## **ARTICLE IV MISCELLANEOUS**

**4.1. REGISTERED OFFICE AND AGENT.** The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors ("Board"), upon making the appropriate filing with the Secretary of State.

**4.2. PRINCIPAL OFFICE.** The principal office of the Corporation shall be at the Mansfield City Hall, 1200 E. Broad St., Mansfield, TX 76063, provided that the Board shall have the power to change the location of the principal office.

**4.3. OTHER OFFICES.** The Corporation may also have other offices at any places, within or without the State of Texas, as the Board may designate, or as the business of the Corporation may require or as may be desirable.

**4.5. SEAL.** The Corporation may adopt a corporate seal in a form approved by the Board. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

**4.6. CHECKS, DRAFTS, ETC.** All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by Resolution of the Board.

**4.7. BOOKS AND RECORDS.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be maintained on any information storage device or method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

**4.8. INVALID PROVISIONS.** If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

**4.9. DIVIDENDS.** No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its Directors or officers or any individual, firm, corporation or association.

**4.10. AMENDMENT OF BYLAW.** These Bylaws may at any time be amended by the City Council. The Board shall not amend these Bylaws. These Bylaws shall be amended to conform to any changes in or requirements of applicable law.

ADOPTED AND APPROVED this the \_\_\_\_ day of \_\_\_\_\_, <sup>2018</sup>~~2016~~.

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President, Board of Directors

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Secretary, Board of Directors