Bylaws

of

Third Estate Art

**Article 1**

**Offices**

**Section 1. Principal Office**

The principal office of the corporation is located in Cook County, State of Illinois.

**Section 2. Change of Address**

The designation of the county or state of the corporation’s principal office may be

changed by amendment of these bylaws. The board of directors may change the principal

office from one location to another within the named county by noting the changed

address and effective date below, and such changes of address shall not be deemed, nor

require, an amendment of these bylaws:

New Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without its state of

incorporation, where it is qualified to do business, as its business and activities may

require, and as the board of directors may, from time to time, designate.

**Article 2**

**Nonprofit Purposes**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in

Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making

of distributions to organizations that qualify as exempt organizations under Section

501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be:

a. To sponsor events with an emphasis on art and activism that explores urgent social

issues and invites community participation and discussion;

b. To sponsor other informational events open to the public exploring how social

issues and public perception shape where we live and the groups we identify with;

c. To sponsor and participate in art performances and projects, as well as the creation

of works of art, that comment on or invite discussion of social issues;

d. Generally, through educative and other efforts, to make art that explores social

issues as inviting and accessible to as broad an audience as possible; and

e. To engage in other activities related to educating the public about art in the

community.

**Article 3**

**Directors**

**Section 1. Number**

The corporation shall have not less than four (4) and no more than twelve (12) directors

and collectively they shall be known as the board of directors.

**Section 2. Qualifications**

Directors shall be of the age of majority in Illinois and a member of Third Estate Art in

good standing.

**Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of

incorporation and these bylaws relating to action required or permitted to be taken or

approved by the members, if any, of this corporation, the activities and affairs of this

corporation shall be conducted and all corporate powers shall be exercised by or under

the direction of the board of directors.

**Section 4. Duties**

It shall be the duty of the directors to:

a. Perform any and all duties imposed on them collectively or individually by law,

by the articles of incorporation, or by these bylaws;

b. Appoint and remove, employ and discharge, and, except as otherwise provided in

these bylaws, prescribe the duties and fix the compensation, if any, of all officers,

agents, and employees of the corporation;

c. Supervise all officers, agents, and employees of the corporation to assure that their

duties are performed properly;

d. Meet at such times and places as required by these bylaws;

e. Register their addresses with the secretary of the corporation, and notices of

meetings mailed or emailed to them at such addresses shall be valid notices

thereof.

**Section 5. Election and Term of Office**

Election of Directors shall be by vote of the Members in good standing of Third Estate

Art, which shall occur, except in the case of filling vacancies, at each the February

Regular board meeting. The Term of Office for any Director shall be two (2) years,

except for the first election. For the first election, 1⁄2 of the Directors will be elected for

one (1) year terms and 1/2 will be elected for two year terms. At the conclusion of the

terms of each Director, the terms of office shall be for two years, with 1⁄2 of the directors

standing for election annually.

There are no term limits for Directors.

**Section 6. Compensation**

Directors shall serve without compensation. In addition, they shall be allowed reasonable

advancement or reimbursement of expenses incurred in the performance of their duties.

Any payments to directors shall be approved in advance in accordance with this

corporation’s conflict of interest policy, as set forth in Article 9 of these bylaws.

**Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided

by the board or at such other place as may be designated from time to time by resolution

of the board of directors.

**Section 8. Regular Meetings**

Regular meetings of directors shall be held in the months of February and July at 7 p.m.

**Section 9. Special Meetings**

Special meetings of the board of directors may be called by the president, the vice

president, the secretary, by any two directors, or, if different, by the persons specifically

authorized under the laws of this state to call special meetings of the board. Such

meetings shall be held at the principal office of the corporation or, if different, at the

place designated by the person or persons calling the special meeting.

**Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of

law, the following provisions shall govern the giving of notice for meetings of the board

of directors:

**a. Regular Meetings.** No notice need be given of any regular meeting of the board

of directors.

**b. Special Meetings.** At least one week prior notice shall be given to the each

director and the full membership of each regular meeting of the board. Such

notice will be posted publicly on the organization website and sent via email to

the full membership.

**c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to

any director of this corporation under provisions of the articles of incorporation,

these bylaws, or the law of this state, a waiver of notice in writing signed by the

director, whether before or after the time of the meeting, shall be equivalent to the

giving of such notice.

**Section 11. Quorum for Meetings**

A quorum shall consist of 2/3 of the sitting members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or

provisions of law, no business shall be considered by the board at any meeting at which

the required quorum is not present, and the only motion which the chair shall entertain at

such meeting is a motion to adjourn.

**Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting

duly held at which a quorum is present is the act of the board of directors, unless the

articles of incorporation, these bylaws, or provisions of law require a greater percentage

or different voting rules for approval of a matter by the board.

**Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board,

or, if no such person has been so designated, or in his or her absence, the president of the

corporation, or in his or her absence, by the vice president of the corporation, or in the

absence of each of these persons, by a chairperson chosen by a majority of the directors

present at the meeting. The secretary of the corporation shall act as secretary of all

meetings of the board, provided that, in his or her absence, the presiding officer shall

appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by

the board of Directors, insofar as such rules are not inconsistent with or in conflict with

the articles of incorporation, these bylaws, or with provisions of law.

**Section 14. Resignation, Removal, and Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of

any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving two (2) weeks written notice to the

chairperson of the board, the president, the secretary, or the board of directors, unless the

notice specifies a later time for the effectiveness of such resignation. No director may

resign if the corporation would then be left without a duly elected director or directors in

charge of its affairs, except upon notice to the Office of the Attorney General or other

appropriate agency of this state.

Except as otherwise provided by law, at any meeting of the Directors called expressly for

that purpose, any Director may be removed, with or without cause, by a 2/3s vote of

Directors.

A Director shall forfeit their position as Director if they (1) are a stated candidate for

public office or sitting elected official; (2) exhibit excessive poor attendance, which shall

mean unexplained absence at two (2) consecutive Regular meetings

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions

of law, vacancies on the board may be filled by approval of the board of directors. If the

number of directors then in office is less than a quorum, a vacancy on the board may be

filled by approval of a majority of the directors then in office or by a sole remaining

director. A person elected to fill a vacancy on the board shall hold office until the next

election of the board of directors or until his or her death, resignation, or removal from

office.

**Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of

the corporation.

**Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to

the fullest extent permissible under the laws of this state.

**Section 17. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may

adopt a resolution authorizing the purchase and maintenance of insurance on behalf of

any agent of the corporation (including a director, officer, employee, or other agent of the

corporation) against liabilities asserted against or incurred by the agent in such capacity

or arising out of the agent’s status as such, whether or not the corporation would have the

power to indemnify the agent against such liability under the articles of incorporation,

these bylaws, or provisions of law.

**Article 4**

**Officers**

**Section 1. Designation of Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a

treasurer. The corporation may also have a chairperson of the board, one or more vice

presidents, assistant secretaries, assistant treasurers, and other such officers with such

titles as may be determined from time to time by the board of directors.

**Section 2. Qualifications**

Any Member in good standing may serve as officer of this corporation.

**Section 3. Election and Term of Office**

Officers shall be elected by the full Membership at the February regular board meeting.

Officers’ terms shall be two (2) years.

There are no term limits for Officers

**Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at

any time. Any officer may resign at any time by giving written notice to the board of

directors or to the president or secretary of the corporation. Any such resignation shall

take effect thirty (30) days after the date of receipt of such notice or at any later date

specified therein, and, unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make it effective. The above provisions of this

section shall be superseded by any conflicting terms of a contract which has been

approved or ratified by the board of directors relating to the employment of any officer of

the corporation.

**Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of

any officer shall be filled by the board of directors. In the event of a vacancy in any office

other than that of president, such vacancy may be filled temporarily by appointment by

the president until such time as the board shall fill the vacancy. Vacancies occurring in

offices of officers appointed at the discretion of the board may or may not be filled as the

board shall determine.

**Section 6. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to

the control of the board of directors, supervise and control the affairs of the corporation

and the activities of the officers. He or she shall perform all duties incident to his or her

office and such other duties as may be required by law, by the articles of incorporation, or

by these bylaws, or which may be prescribed from time to time by the board of directors.

Unless another person is specifically appointed as chairperson of the board of directors,

the president shall preside at all meetings of the board of directors and, if this corporation

has members, at all meetings of the members. Except as otherwise expressly provided by

law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of

the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other

instruments which may from time to time be authorized by the board of directors.

**Section 7. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the

vice president shall perform all the duties of the president, and when so acting shall have

all the powers of, and be subject to all the restrictions on, the president. The vice

president shall have other powers and perform such other duties as may be prescribed by

law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the

board of directors.

**Section 8. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these

bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may

determine, a book of minutes of all meetings of the directors, and, if applicable, meetings

of committees of directors and of members, recording therein the time and place of

holding, whether regular or special, how called, how notice thereof was given, the names

of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving

action taken without a meeting, and any supporting documents pertaining to meetings,

minutes, and consents shall be contemporaneously recorded in the corporate records of

this corporation. “Contemporaneously” in this context means that the minutes, consents,

and supporting documents shall be recorded in the records of this corporation by the later

of (1) the next meeting of the board, committee, membership, or other body for which the

minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days

after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as

required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as

authorized by law or the provisions of these bylaws, to duly executed documents of the

corporation.

Keep at the principal office of the corporation a membership book containing the name

and address of each and any members, and, in the case where any membership has been

terminated, he or she shall record such fact in the membership book together with the

date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or

attorney, on request therefor, the bylaws, the membership book, and the minutes of the

proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as

may be required by law, by the articles of incorporation, or by these bylaws, or which

may be assigned to him or her from time to time by the board of directors.

**Section 9. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the

corporation, and deposit all such funds in the name of the corporation in such banks, trust

companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source

whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the

board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and

business transactions, including accounts of its assets, liabilities, receipts, disbursements,

gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director

of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his

or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial

statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as

may be required by law, by the articles of incorporation of the corporation, or by these

bylaws, or which may be assigned to him or her from time to time by the board of

directors.

**Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the

board of directors. In all cases, any salaries received by officers of this corporation shall

be reasonable and given in return for services actually rendered to or for the corporation.

All officer salaries shall be approved in advance in accordance with this corporation’s

conflict of interest policy, as set forth in Article 9 of these bylaws.

**Article 5**

**Committees**

**Section 1. Executive Committee**

The board of directors may, by a majority vote of its members, designate an Executive

Committee consisting of 4 board members and may delegate to such committee the

powers and authority of the board in the management of the business and affairs of the

corporation, to the extent permitted, and, except as may otherwise be provided, by

provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all

of the executive committee authority so delegated, increase or decrease but not below two

(2) the number of the members of the executive committee, and fill vacancies on the

Executive Committee from the members of the board. The executive committee shall

keep regular minutes of its proceedings, cause them to be filed with the corporate records,

and report the same to the board from time to time as the board may require.

**Section 2. Sub-Committees**

The corporation shall have such Sub-Committees as may from time to time be designated

by resolution of the board of directors. This resolution will name the a general purpose

for sub-committees. These Sub-Committees may consist of persons who are not also

members of the board. When creating the sub-committee, the Directors shall designate a

Lead or Co-Leads of the sub-committee a deemed necessary. The purpose, Leads, or

requirements of a sub-committee can be changed by vote of the board of directors at any

time.

Sub-committees must keep meeting notes and attendance in the same manner as meetings

of the board of directors. Additional record-keeping can be required by a vote of the

board of directors. These records must be sent to the Secretary or Treasurer, as

appropriate, of Third Estate Art within one (1) week of the meeting or action that

generated the record. The method of communication is decided by the Officer receiving

the records.

Sub-Committee Leads or Co-Leads can call Sub-Committee meetings to further the

purpose of the sub-committee. They are responsible for maintaining the required recordkeeping

and having it transmitted to the appropriate Officer, either personally or by

delegation.

**Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in

accordance with the provisions of these bylaws concerning meetings of the board of

Directors, with such changes in the context of such bylaw provisions as are necessary to

substitute the committee and its members for the board of directors and its members,

except that the time for regular and special meetings of committees may be fixed by

resolution of the board of directors or by the committee. The committees may also adopt

rules and regulations pertaining to the conduct of meetings of committees to the extent

that such rules and regulations are not inconsistent with the provisions of these bylaws.

**Article 6**

**Execution of Instruments, Deposits, and Funds**

**Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution

authorize any officer or agent of the corporation to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the corporation, and such authority

may be general or confined to specific instances. Unless so authorized, no officer, agent,

or employee shall have any power or authority to bind the corporation by any contract or

engagement or to pledge its credit or to render it liable monetarily for any purpose or in

any amount.

**Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as

otherwise required by law, checks, drafts, promissory notes, orders for the payment of  
money, and other evidence of indebtedness of the corporation shall be signed by a director or officer of the corporation. Prior to signing, the verbal or written assent of at least one (1) director must be obtained by the signer. If the signer is a director, the assent must come from a second, different director.

**Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the

corporation in such banks, trust companies, or other depositories as the board of directors

may select.

**Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift,

bequest, or devise for the nonprofit purposes of this corporation.

**Article 7**

**Corporate Records, Reports, and Seal**

**Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

a. Minutes of all meetings of directors, committees of the board, and, if this

corporation has members, of all meetings of members, indicating the time and

place of holding such meetings, whether regular or special, how called, the notice

given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its

properties and business transactions and accounts of its assets, liabilities, receipts,

disbursements, gains, and losses;

c. A record of its members, if any, indicating their names and addresses and, if

applicable, the class of membership held by each member and the termination

date of any membership;

d. A copy of the corporation’s articles of incorporation and bylaws as amended to

date, which shall be open to inspection by the members, if any, of the corporation

at all reasonable times during office hours.

**Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall

be kept at the principal office of the corporation. Failure to affix the seal to corporate

instruments, however, shall not affect the validity of any such instrument.

**Section 3. Directors’ Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all

books, records, and documents of every kind and to inspect the physical properties of the

corporation, and shall have such other rights to inspect the books, records, and properties

of this corporation as may be required under the articles of incorporation, other

provisions of these bylaws, and provisions of law.

**Section 4. Members’ Inspection Rights**

If this corporation has any members, then each and every member shall have the

following inspection rights, for a purpose reasonably related to such person’s interest as a

member:

a. To inspect and copy the record of all members’ names, addresses, and voting

rights, at reasonable times, upon written demand on the secretary of the

corporation, which demand shall state the purpose for which the inspection rights

are requested.

b. To obtain from the secretary of the corporation, upon written demand on, and

payment of a reasonable charge to, the secretary of the corporation, a list of the

names, addresses, and voting rights of those members entitled to vote for the

election of directors as of the most recent record date for which the list has been

compiled or as of the date specified by the member subsequent to the date of

demand. The demand shall state the purpose for which the list is requested. The

membership list shall be made available within a reasonable time after the

demand is received by the secretary of the corporation or after the date specified

therein as of which the list is to be compiled.

c. To inspect at any reasonable time the books, records, or minutes of proceedings of

the members or of the board or committees of the board, upon written demand on

the secretary of the corporation by the member, for a purpose reasonably related

to such person’s interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this

corporation as may be required under the articles of incorporation, other provisions of

these bylaws, and provisions of law.

**Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or

attorney and the right to inspection shall include the right to copy and make extracts.

**Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared

and delivered to an office of this state or to the members, if any, of this corporation, to be

so prepared and delivered within the time limits set by law.

**Article 8**

**IRC 501(c)(3) Tax Exemption Provisions**

**Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of

propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not

participate in, or intervene in (including the publishing or distribution of statements), any

political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on

any activities not permitted to be carried on (a) by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code.

**Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be

distributable to, its members, directors or trustees, officers, or other private persons,

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 of this corporation.

**Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision

for payment, of all debts and liabilities of this corporation, shall be distributed for one or

more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code or shall be distributed to the federal government, or to a state or local government,

for a public purpose. Such distribution shall be made in accordance with all applicable

provisions of the laws of this state.

**Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in

Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its

income for said period at such time and manner as not to subject it to tax under Section

4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as

defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess

business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall

not make any investments in such manner as to subject the corporation to tax under

Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**Article 9**

**Conflict of Interest and**

**Compensation Approval Policies**

**Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation’s

interest when it is contemplating entering into a transaction or arrangement that might

benefit the private interest of an officer or director of the corporation or any “disqualified

person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified

by Section 53.4958-3 of the IRS Regulations and which might result in a possible “excess

benefit transaction” as defined in Section 4958(c)(1)(A) of the Internal Revenue Code

and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to

supplement but not replace any applicable state and federal laws governing conflict of

interest applicable to nonprofit and charitable organizations.

**Section 2. Definitions**

**a. Interested Person.** Any director, principal officer, member of a committee with

governing board delegated powers, or any other person who is a “disqualified

person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or

indirect financial interest, as defined below, is an interested person.

**b. Financial Interest.** A person has a financial interest if the person has, directly or

indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the

corporation has a transaction or arrangement;

2. A compensation arrangement with the corporation or with any entity or

individual with which the corporation has a transaction or arrangement; or

3. A potential ownership or investment interest in, or compensation

arrangement with, any entity or individual with which the corporation is

negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors

that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3,

paragraph B, a person who has a financial interest may have a conflict of interest

only if the appropriate governing board or committee decides that a conflict of

interest exists.

**Section 3. Conflict of Interest Avoidance Procedures**

**a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an

interested person must disclose the existence of the financial interest and be given

the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed

transaction or arrangement.

**b. Determining Whether a Conflict of Interest Exists.** After disclosure of the

financial interest and all material facts, and after any discussion with the

interested person, he/she shall leave the governing board or committee meeting

while the determination of a conflict of interest is discussed and voted upon. The

remaining board or committee members shall decide if a conflict of interest exists.

**c. Procedures for Addressing the Conflict of Interest.** An interested person may

make a presentation at the governing board or committee meeting, but after the

presentation, he/she shall leave the meeting during the discussion of, and the vote

on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate,

appoint a disinterested person or committee to investigate alternatives to the

proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine

whether the corporation can obtain with reasonable efforts a more advantageous

transaction or arrangement from a person or entity that would not give rise to a

conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible

under circumstances not producing a conflict of interest, the governing board or

committee shall determine by a majority vote of the disinterested directors

whether the transaction or arrangement is in the corporation’s best interest, for its

own benefit, and whether it is fair and reasonable. In conformity with the above

determination, it shall make its decision as to whether to enter into the transaction

or arrangement.

**d. Violations of the Conflicts of Interest Policy.** If the governing board or

committee has reasonable cause to believe a member has failed to disclose actual

or possible conflicts of interest, it shall inform the member of the basis for such

belief and afford the member an opportunity to explain the alleged failure to

disclose.

If, after hearing the member’s response and after making further investigation as

warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall

take appropriate disciplinary and corrective action.

**Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board

delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a

financial interest in connection with an actual or possible conflict of interest, the

nature of the financial interest, any action taken to determine whether a conflict of

interest was present, and the governing board’s or committee’s decision as to

whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to

the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes

taken in connection with the proceedings.

**Section 5. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or

indirectly, from the corporation for services is precluded from voting on matters

pertaining to that member’s compensation.

A voting member of any committee whose jurisdiction includes compensation matters

and who receives compensation, directly or indirectly, from the corporation for

services is precluded from voting on matters pertaining to that member’s

compensation.

No voting member of the governing board or any committee whose jurisdiction

includes compensation matters and who receives compensation, directly or indirectly,

from the corporation, either individually or collectively, is prohibited from providing

information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and

any other compensation contract or arrangement, in addition to complying with the

conflict of interest requirements and policies contained in the preceding and

following sections of this article as well as the preceding paragraphs of this section of

this article, the board or a duly constituted compensation committee of the board shall

also comply with the following additional requirements and procedures:

a. the terms of compensation shall be approved by the board or compensation

committee prior to the first payment of compensation;

b. all members of the board or compensation committee who approve compensation

arrangements must not have a conflict of interest with respect to the compensation

arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which

generally requires that each board member or committee member approving a

compensation arrangement between this organization and a “disqualified

person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family

member of such person;

2. is not in an employment relationship subject to the direction or control of

the person who is the subject of the compensation arrangement;

3. does not receive compensation or other payments subject to approval by

the person who is the subject of the compensation arrangement;

4. has no material financial interest affected by the compensation

arrangement; and

5. does not approve a transaction providing economic benefits to the person

who is the subject of the compensation arrangement, who in turn has

approved or will approve a transaction providing benefits to the board or

committee member.

c. the board or compensation committee shall obtain and rely upon appropriate data

as to comparability prior to approving the terms of compensation. Appropriate

data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable

and tax-exempt, for functionally comparable positions. “Similarly

situated” organizations are those of a similar size, purpose, and with

similar resources;

2. the availability of similar services in the geographic area of this

organization;

3. current compensation surveys compiled by independent firms;

4. actual written offers from similar institutions competing for the services of

the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual

gross receipts (including contributions) for its three prior tax years of less than $1

million, the board or compensation committee will have obtained and relied upon

appropriate data as to comparability if it obtains and relies upon data on

compensation paid by three comparable organizations in the same or similar

communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in

written minutes of the meeting of the board or compensation committee that

approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;

2. the members of the board or compensation committee who were present

during debate on the transaction, those who voted on it, and the votes cast

by each board or committee member;

3. the comparability data obtained and relied upon and how the data was

obtained;

4. If the board or compensation committee determines that reasonable

compensation for a specific position in this organization or for providing

services under any other compensation arrangement with this organization

is higher or lower than the range of comparability data obtained, the board

or committee shall record in the minutes of the meeting the basis for its

determination;

5. If the board or committee makes adjustments to comparability data due to

geographic area or other specific conditions, these adjustments and the

reasons for them shall be recorded in the minutes of the board or

committee meeting;

6. any actions taken with respect to determining if a board or committee

member had a conflict of interest with respect to the compensation

arrangement, and if so, actions taken to make sure the member with the

conflict of interest did not affect or participate in the approval of the

transaction (for example, a notation in the records that after a finding of

conflict of interest by a member, the member with the conflict of interest

was asked to, and did, leave the meeting prior to a discussion of the

compensation arrangement and a taking of the votes to approve the

arrangement);

7. The minutes of board or committee meetings at which compensation

arrangements are approved must be prepared before the later of the date of

the next board or committee meeting or 60 days after the final actions of

the board or committee are taken with respect to the approval of the

compensation arrangements. The minutes must be reviewed and approved

by the board and committee as reasonable, accurate, and complete within a

reasonable period thereafter, normally prior to or at the next board or

committee meeting following final action on the arrangement by the board

or committee.

**Section 6. Annual Statements**

Each director, principal officer, and member of a committee with governing board

delegated powers shall annually sign a statement which affirms such person:

a. has received a copy of the conflicts of interest policy;

b. has read and understands the policy;

c. has agreed to comply with the policy; and

d. understands the corporation is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of

its tax-exempt purposes.

**Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and

does not engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following

subjects:

a. Whether compensation arrangements and benefits are reasonable, based on

competent survey information, and the result of arm’s-length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management

organizations conform to the corporation’s written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further

charitable purposes, and do not result in inurement, impermissible private benefit,

or in an excess benefit transaction.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may,

but need not, use outside advisors. If outside experts are used, their use shall not relieve

the governing board of its responsibility for ensuring periodic reviews are conducted.

**Article 10**

**Amendment of Bylaws**

**Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or

repeal the bylaws of this corporation and except as may otherwise be specified under

provisions of law, these bylaws, or any of them, may be altered, amended, or repealed

and new bylaws adopted by approval of the board of directors.

**Article 11**

**Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of

incorporation of this corporation, the provisions of the articles of incorporation shall

govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid

for any reason, the remaining provisions and portions of these bylaws shall be unaffected

by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of

incorporation, articles of organization, certificate of incorporation, organizational charter,

corporate charter, or other founding document of this corporation filed with an office of

this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall

be to such sections of the Internal Revenue Code of 1986 as amended from time to time,

or to corresponding provisions of any future federal tax code.

**Article 12**

**Members**

**Section 1. Determination and Rights of Members**

The corporation shall have only one class of members. No member shall hold more than

one membership in the corporation. Except as expressly provided in or authorized by the

articles of incorporation, the bylaws of this corporation, or provisions of law, all

memberships shall have the same rights, privileges, restrictions, and conditions.

**Section 2. Qualifications and Admissions of Members**

To qualify as a Member of Third Estate Art, a person must (a) attend and sign into the

official attendance records of at least two (2) Regular, Special, or Sub-Committee

meetings in the last calendar year and (b) provide a name and email address for the Third

Estate Art membership roll.

**Section 3. Fees and Dues**

The annual dues payable to the corporation by members shall be $25. Dues are suggested

and not required to become or remain a Member of Third Estate Art

**Section 5. Number of Members**

There is no limit on the number of members the corporation may admit.

**Section 6. Membership Book**

The corporation shall keep a membership book containing the name and address of each

member. Termination of the membership of any member shall be recorded in the book,

together with the date of termination of such membership. Such book shall be kept at the

corporation’s principal office.

**Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or

obligations of the corporation.

**Section 8. Non-Transferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of

membership cease upon the member’s death.

**Section 9. Termination of Membership**

The membership of a member shall terminate after providing the member with reasonable

written notice and an opportunity to be heard either orally or in writing, upon a

determination by the board of directors that the member has engaged in conduct

materially and seriously prejudicial to the interests or purposes of the corporation. Any

person expelled from the corporation shall receive a refund of dues already paid for the

current dues period.

All rights of a member in the corporation shall cease on termination of membership as

herein provided.

**Article 13**

**Meetings of Members**

**Section 1. Place of Meetings**

Meetings of members shall be held at the principal office of the corporation or at such

other place or places as may be designated from time to time by resolution of the board of

Directors or Sub-Committee.

**Section 2. Regular Meetings**

A regular meeting of members shall be held in the month of February at 7 p.m. for the purpose of electing directors and transacting other business as may come before the meeting. The

candidates receiving the highest number of votes up to the number of directors to be

elected shall be elected. Each voting member shall cast one vote for each Director

position up for election or vacant, with voting being by ballot only. The annual meeting

of members for the purpose of electing directors shall be deemed a Regular meeting.

Other regular meetings of the members shall be held in the month of July, at 7 p.m.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held

at the same hour and place on the next business day.

**Section 3. Special Meetings of Members**

Special meetings of the members shall be called by the board of directors, the chairperson

of the board, or the president of the corporation, or, if different, by the persons

specifically authorized under the laws of this state to call special meetings of the

members.

**Section 4. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of

law, notice stating the place, day, and hour of the meeting and, in the case of a special

meeting, the purpose or purposes for which the meeting is called, shall be delivered not

less than seven (7) nor more than fifty (50) days before the date of the meeting, both on

the corporation’s website and by email, by or at the direction of the president, or the

secretary, or the persons calling the meeting, to each member entitled to vote at such

meeting. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail addressed to the member at his or her address as it appears on the

records of the corporation, with postage prepaid.

The notice of any meeting of members at which Directors or Officers are to be elected

shall also state the which and how many positions are to be elected.

Whenever any notice of a meeting is required to be given to any member of this

corporation under provisions of the articles of incorporation, these bylaws, or the law of

this state, a waiver of notice in writing signed by the member, whether before or after the

time of the meeting, shall be equivalent to the giving of such notice.

**Section 5. Quorum for Meetings**

A quorum shall consist of 4 of the voting members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or

provisions of law, no business shall be considered by the members at any meeting at

which the required quorum is not present, and the only motion which the chair shall

entertain at such meeting is a motion to adjourn.

**Section 6. Majority Action as Membership Action**

Every act or decision done or made by a majority of voting members present in person or

by proxy at a duly held meeting at which a quorum is present is the act of the members,

unless the articles of incorporation, these bylaws, or provisions of law require a greater

number.

**Section 7. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members.

Voting at duly held meetings shall be by voice vote. Election of Directors and Officers,

however, shall be by written ballot.

**Section 8. Action by Written Ballot**

Except as otherwise provided under the articles of incorporation, these bylaws, or

provisions of law, any action which may be taken at any regular or special meeting of

members may be taken without a meeting if the corporation distributes a written ballot to

each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;

2. provide an opportunity to specify approval or disapproval of each proposal;

3. indicate the number of responses needed to meet the quorum requirement and,

except for ballots soliciting votes for the election of directors, state the percentage

of approvals necessary to pass the measure submitted; and

4. shall specify the date by which the ballot must be received by the corporation in

order to be counted. The date set shall afford members a reasonable time within

which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of

membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by

ballot within the time period specified equals or exceeds the quorum required to be

present at a meeting authorizing the action, and the number of approvals equals or

exceeds the number of votes that would be required to approve the action at a meeting at

which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall

list the persons nominated at the time the ballots are mailed or delivered.

**Section 9. Conduct of Meetings**

Meetings of members shall be presided over by the chairperson of the board, or, if there

is no chairperson, or in his or her absence, by the president of the corporation or, in his or

her absence, by the vice president of the corporation or, in the absence of all of these

persons, by a chairperson chosen by a majority of the voting members present at the

meeting. The secretary of the corporation shall act as secretary of all meetings of

members, provided that, in his or her absence, the presiding officer shall appoint another

person to act as secretary of the meeting.

Meetings shall be governed by Meetings shall be governed by such procedures as may be

approved from time to time by the board of directors, insofar as such rules are not

inconsistent with or in conflict with the articles of incorporation, these bylaws, or with

provisions of law.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation,

and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 24 preceding

pages, as the bylaws of this corporation.

Dated: 5/16/2018

Josh Kanto

Cortney Philip

Megan Baldeshwiler

John-Michael Korpal