

**AMENDED AND RESTATED BYLAWS  
OF THE  
CENTER FOR THE ARTS**

**(Restated 2014)**

**ARTICLE 1 - NAME & PRELIMINARY STATEMENTS**

**1.1 Name.** The name of this corporation is Community Center for the Arts, a Wyoming nonprofit corporation, doing business as Center for the Arts ("Corporation").

**1.2 Preliminary Statements.** These Amended & Restated Bylaws (the "Bylaws") are adopted by the current Directors of the Corporation accordance with Wyo. Stat. § 17-19-1020. The Corporation was originally incorporated on September 21, 1995 when the Incorporator filed the Articles of Incorporation for the Corporation (the "Articles"), with the Wyoming Secretary of State in accordance with the provisions of the Wyoming Nonprofit Corporation Act, Wyo. Stat. §§ 17-19-101 to 17-19-1440, as amended (the "Act").

**ARTICLE 2 - PURPOSES & POWERS**

**2.1 -Purposes.** The purposes of the Center for the Arts are to plan, develop and operate cultural facilities, including educational facilities in Teton County, Wyoming which help to create and sustain cultural activities and a sense of community cohesiveness. Further, the purposes are as set forth in the Articles, as amended from time to time, and in Wyo. Stat. § 17-19-301.

**2.2 -501(c)(3) Status.** The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.

**2.3 -Non-Discrimination Policy.** In the furtherance of the Corporation's Purposes, the Corporations shall not deny access or participation in the rights, privileges, programs and activities generally accorded or made available through the Center for the Arts on the basis of race, color, national and ethnic origin. The Corporation does not and shall not discriminate on the basis of race, color, national and ethnic origin in administration of its charitable Purposes.

**2.4 -Private Inurement.** No part of the income of the Corporation shall inure to the benefit of any Director, Officer or Member of the Corporation, or any private individual having a personal or private interest in the Corporation (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its Purposes).

**2.5 -Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of

contributions from the public and private sectors, whether financial or in-kind contributions. The Corporation additionally shall have any and all powers as set forth in its Articles of Corporation, these Bylaws and as set forth in Wyo. Stat. § 17-19-302.

### **ARTICLE 3 - LOCATION**

The location of the principal office of this Corporation, at which the general business of this Corporation shall be transacted and where the records of this Corporation shall be kept, shall be at 240 South Glenwood, P.O. Box 860, Jackson, Teton County, Wyoming 83001.

### **ARTICLE 4 - MEMBERSHIP**

**4.1 -Members.** The Corporation may have Members, as defined in Wyo. Stat. § 12-1-101(a)(iii)(E) of the Wyoming liquor licensing laws. Such Members shall be of two classes and with such classes of membership, qualifications, rights, privileges, dues, fees, responsibilities and provisions regarding the withdrawal, suspension, expulsion or termination of such Members being defined herein and determined and controlled by the Corporation's Board of Directors. The Center for the Arts shall not have Members, as defined in Wyo. Stat. § 17-19-140(a)(xxii) of the Wyoming Nonprofit Corporations Act.

**4.3 -Classes of Members.** There shall be two classes of Members: Social Supporting Members and Temporary Members, as further defined below.

a) **Social Supporting Members.** Social Supporting Members shall be general Members whose rights, privileges, obligations and responsibilities shall be defined herein.

i. **Number.** The Corporation shall have no fewer than one hundred (100) Social Supporting Members.

ii. **Qualifications, Application & Dues.** All Social Supporting Members shall be residents of Teton County, Wyoming. Social Supporting Members shall be required annually to submit a written application for membership to the Corporation's Secretary and pay annual dues in the amount of at least twenty-five (\$25.00) dollars as required by Wyo. Stat. § 12-1-101(a)(iii)(E), or some other amount as may be determined by the Directors.

iii. **Voting Rights.** Each Social Supporting Member shall be entitled to one (1) vote on each matter upon which Members have voting rights. Social Supporting Members shall be entitled to vote upon matters coming before the Members at the regularly scheduled Member meetings, as set forth below. The Social Supporting Members shall have no other voting rights on corporate matters whatsoever unless otherwise provided in the Articles or these Bylaws.

iv. **Purposes.** The Social Supporting Members shall be required to meet as required by these Bylaws and to actively engage in carrying out the objectives and purposes of the Corporation, as set forth in Section 2.1 herein. Annually, the

Members shall cause to be created a detailed statement of its activities during the preceding year during the preceding year which were undertaken or furthered in pursuit of the objects of the Corporation together with an itemized statement of amounts expended for such activities to be filed with the licensing authority, as required Wyo. Stat. § 12-1-101(a)(iii)(E).

v. **Meetings of Members.** The Social Supporting Members shall have the opportunity to gather and meet quarterly at the Corporation's registered office, located at 240 South Glenwood in Jackson, Wyoming, at 12 p.m. on the first (1<sup>st</sup>) day of the first (1<sup>st</sup>), second (2<sup>nd</sup>), third (3<sup>rd</sup>) and fourth (4<sup>th</sup>) quarters of the Corporation's fiscal year, in addition to any informal, social or event gatherings that the Corporation may host or the Social Supporting Members may attend. Attendance at the quarterly meetings of the Members is not required, and no quorum shall be required. Except as set forth in these Bylaws, additional notice of the meetings shall not be given. The purpose of such meetings is for the Social Supporting Members to have an opportunity to discuss with the Corporation's Executive Director or designees any member or corporate issues that they may wish to bring to the attention of the Corporation.

vi. **Termination of Membership.**

- a) **Member Resignation.** Any Social Supporting Member of the Corporation may resign at any time.
  - b) **Expulsion or Suspension.** Any Social Supporting Member of the Corporation may be expelled or suspended by the Board of Directors at any time as long as the process for such expulsion or suspension is fair and reasonable with an opportunity for the Member to be heard.
  - c) **Termination.** All Social Supporting Members' memberships shall automatically terminate at the end of the Corporation's fiscal year. Any Social Supporting Member's membership may be terminated at any time by the Board for such Member's failure to pay dues, as set forth in Section 4.3(a)(ii) herein, after having been given notice of due owed and a reasonable time to pay such dues.
- b) **Temporary Members.** Temporary Members shall be temporary, one day members who have purchased or received a ticket to an event or activity sponsored by the Corporation. Temporary Members shall have no voting rights whatsoever and no right to notice or to attend the Social Supporting Members' regular or special meetings. Such temporary, one day Members' membership shall terminate at the conclusion of the event for which the member purchased or received a ticket, and all of such Temporary Members' rights, privileges and interest of a member in the Corporation shall cease upon such termination.

## **ARTICLE 5 - BOARD OF DIRECTORS**

**5.1 - General Powers.** The affairs of the Corporation shall be exclusively governed by, and under the direction and control of, the Board of Directors ("Board"), which Board shall be the sole and ultimate governing body of the Corporation.

**5.2 - Number of Directors.** The number of Directors of the Corporation shall be no fewer than six nor more than thirty as determined by the Board from time to time. Two of the Directors of the Corporation shall be elected from the Resident Partner organizations.

**5.3 - Term of Office.** Directors shall serve a three-year term of office, unless a shorter term is designated by the Board upon the appointment of a Director; and shall be limited to two successive terms. After a one year of absence from the Board, a former Director will again be eligible to serve. The term of office of each Director shall expire at the annual meeting following the expirations of each Director's term of office. A Director shall not be automatically appointed to successive terms. In order to serve a successive term, a Director must undergo the normal nomination and election process. However, a Director, who served as President of the Corporation within three months of the expiration of the Director's term, shall serve one additional year as a Director to assist with the presidency transition.

**5.4- Vacancies.** Vacancies resulting from death, resignation or removal or from an increase in the number of authorized Directors may be filled by a majority vote of remaining Directors and a person elected to fill a vacancy resulting from an increase in the number of authorized Directors shall hold office until the next election of the Board. A Director elected to fill a vacancy resulting from death, resignation or removal from office shall hold office for the unexpired term of his or her predecessor.

**5.5- Removal.** Any Director may be removed with or without cause upon the vote of two-thirds of the Directors then in office (without including the Director being removed) at a duly noticed meeting of the Board and another person may be elected in place of such person at the same meeting.

**5.6- Nominations and Election.** The Nominating and Governance Committee shall prepare a slate of candidates for election. The slate of candidates shall be presented to the Board at least fifteen days prior to the Annual Meeting or a regular meeting.

### **5.7 - Meetings.**

**a) Special Meetings or Regular Meetings.** Special meetings or regular meetings of the Board of Directors may be called by the President or by three or more of the Directors unless otherwise prescribed by statute. Notice shall be given at least five (5) business days prior to a regular meeting or special meeting. In the case of a special meeting, the notice shall also describe the purposes for which the meeting is called.

**b) Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is

called shall be delivered by any of the following means: hand delivery, U.S. Mail, fax, email, or other electronic means of communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his address as it appears in the records of the Corporation, with postage prepaid thereon prepaid, or by electronic means of communications at such fax address as appears in the records of the Corporation on the date so sent. If for a special meeting the most expeditious means of giving notice shall be used. Oral notice may be given as a supplement to the written notice described above. In the case of facsimile or email notice, such notice shall be deemed to be delivered upon the sent date and time on the sender's facsimile machine or email account.

**c) Waiver of Notice.**

i) A director may at any time waive any notice required by these bylaws. Except as stated in subsection (2), the waiver shall be in writing, signed by the director entitled to notice, and filed with the minutes or the corporate records.

ii) A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected section.

**d) Quorum.**

i) Except as otherwise provided in these bylaws, a quorum of the Board consists of a majority of the Board members in office immediately before a meeting begins.

ii) If a quorum is present when a vote is taken, the affirmative vote of a majority of Board members present is the act of the Board.

e) **Action by Written Consent.** Action taken by a majority of the voting Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by a majority of the Directors entitled to vote and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken. Electronic copies of signatures and execution in counterparts are acceptable to take action by written consent.

f) **Attendance by Conference Communication Equipment.** Board members and members of Board Committees may participate in meetings of the Board or Board Committees by means of communication equipment that allows all participants in the meeting to hear each other at the same time, and participation at meetings by such means shall constitute presence in person at such meetings.

g) **Conduct of Meetings.** Meetings of the Board shall be presided over by the President of the Corporation, or in his or her absence the Vice President of the Corporation, or in his or her absence by a Director 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 *Robert's Rules of Order* insofar as such rules are not inconsistent with or in conflict with the Articles, these bylaws, with provisions of law, or with special rules of order adopted by the Board.

**h) Executive Sessions.** The Board, or any Board Committee, may meet in an executive session limited to Directors or members of a Committee, and such other individuals as may be deemed by the Chairperson of the meeting to be appropriate participants. Litigation or personnel matters that are discussed in such executive session may, at the discretion of the Chairperson of said meeting, be only generally referenced in the minutes of the meeting.

**5.8 - Directors' Standards and Liabilities.** A director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property. As per Wyo. Stat. § 17-19-830(b), members of the Board are not individually liable for any actions, inactions, or omissions by the Corporation.

**5.9 - Directors' Conflict of Interest and Confidentiality Policy.** The Directors shall adopt and maintain an appropriate Directors' Conflict of Interest and Confidentiality Policy. As a condition of serving as a Director of the Corporation, every Director shall sign and agree to adhere to the Corporation's Directors' Conflict of Interest and Confidentiality Policy.

**5.10 - Compensation.** No Director shall receive any compensation from the Corporation for services performed in his or her official capacity as a Director or Officer, but Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties. Nothing in this section shall prevent compensation being paid to a person for services rendered to the Corporation in a capacity other than as a Director or Officer.

#### **ARTICLE 6- COMMITTEES OF THE BOARD**

**6.1** -The Board may create one or more committees of the Board and shall appoint members of the Board to serve on them ("Standing Committees"). The Board may also appoint informed or advisory committees ("Special Committees") that are comprised of persons, who may or may not be members of the Board, to undertake tasks assigned to such committees by the Board.

**6.2** -Such Standing and Special Committees shall have the powers specifically delegated to them by the Board subject to Wyo. Stat. § 17-19-825(c).

**6.3** -The Chairperson and members of each Committee shall be nominated by the President of the Board and shall be elected by a majority vote of the Board.

**6.4** -Each Committee Chairperson and member of a Committee shall serve at the pleasure of the Board.

**6.5** -One-third (1/3) of the members of each Committee shall constitute a quorum for the transaction of business, except that if a Committee has fewer than four (4) members, two-thirds (2/3) of the members of such Committee shall constitute a quorum. Each Committee shall

establish appropriate rules as to notice of meetings and each Committee shall promptly prepare and file with the Secretary of the Corporation minutes of Committee meetings to be made available to all Directors prior to the next scheduled meeting of the Board.

6.6 -The following standing Committees are hereby established: Executive Committee, Finance and Audit Committee, Nominating and Governance Committee, Marketing Committee, Development Committee and Building and Grounds Committee.

6.7 -Executive Committee. The Executive Committee shall consist of not fewer than three (3) but not more than eight (8) members. The Executive Committee shall meet at least bi-monthly. The Executive Committee shall have the power to address the issues delegated or referred to it by the Board. Between Board meetings, the Executive Committee shall have the power to address issues deemed an emergency or issues where a delay would cause undue harm to the Corporation.

6.8 -Finance and Audit Committee, Nominating and Governance Committee, Marketing Committee, Development Committee, and Building and Grounds Committee. Pursuant to Wyo. Stat. § 17-19-825, these Committees shall have the power and authority delegated to them by the Board. The powers and authority of each Committee may only be amended by Board action.

#### **ARTICLE 7- OFFICERS OF THE CORPORATION**

7.1 -Officers. The Officers of the Corporation shall be the President of the Board, one or more Vice Presidents of the Corporation, the Treasurer (who shall be the President of the Finance Committee), and the Secretary.

7.2 -Service and Duty of Officers.

- a) Each officer shall serve a one year term.
- b) One person may hold up to two offices at the same time.
- c) Any officer elected or appointed by the Board may be removed by the Board with or without cause.
- d) The Board may appoint an agent of the Corporation and, subject to the control of the Board, the agent shall supervise and control the business and affairs of the Corporation. He (she) may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, certificates of the Corporation, any deed, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed by the Board or by these Bylaws to some other officer of the Corporation, or shall be required by law to be otherwise signed or executed and such other duties as may be prescribed by the Board from time to time.
- e) The Vice President(s), shall perform such other duties as from time to time may be assigned to him (her) by the President or the Board.

f) The Treasurer, unless otherwise provided by a resolution adopted by the Board, shall have the custody of all the funds and securities of this Corporation, and shall cause the same to be deposited in the name of this Corporation in a bank or banks to be designated by the Board. When necessary and proper, he (she) shall endorse on behalf of this Corporation all checks, drafts, notes and other obligations coming into his or her possession, and shall cause the same to be deposited together with all the funds of this Corporation coming into his (her) possession, in such bank or banks as maybe selected by the Board. He (she) shall cause to be kept full and accurate accounts of all receipts and disbursements of this Corporation in books belonging to this Corporation, and shall be open at all times to the inspection of the Board. He (she) shall cause to be presented to the Board at its annual meeting a financial report for the Corporation and shall from time to time cause such other reports to be made to the Board as may be necessary.

g) The Secretary shall cause all the proceedings of the meetings of the Board to be recorded in the book to be kept for that purpose. He or she shall be responsible for all notices of meeting of the Board and all other notices required by law or by these Bylaws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by the Vice President(s). The Secretary shall be the custodian of all books, correspondence and papers relating to the business of this Corporation, except those of the Treasurer. Unless otherwise provided by a resolution adopted by the Board, he or she shall join with other appropriate officers in the execution on behalf of this Corporation of all contracts, deeds, conveyances and other instruments in writing which may be required or authorized to be so executed by the Board for the proper and necessary transaction of the business of this Corporation.

**7.3 -Additional Powers.** Any officer of this Corporation, in addition to the powers conferred upon him (her) by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

#### ARTICLE 8- AMENDMENTS

The Board may amend this Corporation's Article of Incorporation and these Bylaws to include or omit any provision which could be lawfully included or omitted at the time such amendment is made. All amendments to the Articles or Bylaws shall be made in accordance with Wyo. Stat. §§ 17-19-1001 to 17-19-1031. Any number of amendments, or an entire revision of the Articles or Bylaws, may be submitted and voted upon at a single meeting of the Board and shall be considered approved by the Board at such meeting upon receiving a two-thirds (2/3) vote of the Directors who are in office at that time and entitled to vote on the proposed amendment or revision, a quorum being present. Notice of any proposed amendment to the Bylaws or Articles shall specify the proposed changes and be mailed, e-mailed, faxed or hand delivered to all Directors at least fifteen (15) days prior to the meeting at which these amendments are discussed.

#### ARTICLE 9- INDEMNIFICATION

To the full extent permitted by any applicable law, this Corporation shall indemnify each person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or



investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was

- i) a Director, Officer, employee or member of a committee of this Corporation or,
- ii) while a Director, officer or employee of this Corporation, was serving as Director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of this Corporation or pursuant to his or her duties as a Director, officer or employee of this Corporation against expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actual and reasonably incurred by such person in connection with such action, suit or proceeding.


Indemnification provided by this Section shall continue as to a person who has ceased to be a Director, Officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section. Any indemnification realized other than under this Section shall apply as a credit against any indemnification provided by this Section.

This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or a member of a committee of this Corporation against any liability asserted against such persons and incurred by such persons in any such capacity.

STATE OF WYOMING        )  
  )  
COUNTY OF TETON        )        ss

Donald Opatry, first duly having been sworn an oath, deposes and says: that he is the President of the Center for the Arts; that he has read the foregoing Amended and Restated Bylaws of the Center for the Arts (Restated 2014) and knows the contents thereof; and that he certifies that the contents of the same are true and correct and were adopted by the Board of Directors of said Corporation on May 30, 2013.

Dated this 5 day of March, 2014.

  
Donald Opatry, President  
Board of Directors  
Community Center for the Arts,  
a Wyoming nonprofit corporation



# THE CENTER

## AMENDED AND RESTATED BYLAWS OF THE CENTER FOR THE ARTS (Restated 2013)

Revisions to the By-laws

Adopted June 23, 2016

- ARTICLE 6 – COMMITTEE OF THE BOARD  
Community Member service on Board Committees

A Committee Chair can invite up to 3 community members to serve on a committee of the Board. The names of Community members being considered shall be reviewed by the Nominations & Governance committee prior to being invited to serve on the committee.

- ARTICLE 5 – BOARD OF DIRECTORS  
Standardization of Board Terms

The initial term of each board member will conclude in September after the third year of service, regardless of starting date.