

Proposed Amendments to the Michigan Presenters Network Bylaws

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To be presented to the general membership 10/8/2024 and voted on 10/21/2024

ARTICLE I

IDENTIFICATION

MICHIGAN PRESENTERS NETWORK, hereinafter referred to as Michigan Presenters, a not-for-profit organization incorporated in the State of Michigan.

ARTICLE II

PURPOSE AND BENEFIT

Section 1. PURPOSE: The purpose of Michigan Presenters is to foster communications and cooperation among Michigan's professional presenting organizations as well as artists, managers, agents, and other arts organizations and professionals that comprise the performing arts presenting industry in Michigan, and to the extent of interest to those in the performing arts presenting industry in neighboring states. Michigan Presenters also has as its purpose the provision of support for members in order to promote their full potential in the creative endeavors in which they are engaged; and to advocate the importance of the arts in a civil society to the people of Michigan.

Section 2. RIGHTS & PRIVILEGES: The rights and privileges derived from Michigan Presenters will include professional development of Member staff, information sharing, collective grantsmanship, joint or collective projects in the performing arts and any other activity that enhances the membership and its purposes.

Section 3. LIMITATIONS: The purpose specified above shall be the exclusive purposes of Michigan Presenters and, notwithstanding any other provisions of these by-laws, Michigan Presenters shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended, or by an organizations contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be

amended. No part of the funds of this organization shall inure to the benefit of any private member, shareholder, or individual and not substantial part of the direct and indirect activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III FISCAL YEAR

The fiscal year of the Michigan Presenters is the calendar year, beginning on January 1 and concluding on December 31 of the same year.

ARTICLE IV MEMBERSHIP

Section 1. MEMBER: Any non-profit or for-profit organization which presents the professional performing arts is eligible for one voting membership upon payment of current membership fees. Each organization shall have one vote and one person from the organization will be designated as the voting member. Professional performing arts is defined as a performance by artist(s) before an audience for which the artist(s) receive a fee for services.

Section 2. ASSOCIATE MEMBER: Any artist, manager, agent, or other arts organization or professional that is actively engaged in the performing arts presenting industry in Michigan or neighboring state. Additionally, any member organization may have more than one active member by paying the current associate membership fee. Associate members shall have non-voting status.

Section 3. AFFILIATE MEMBER: Affiliate, non-voting membership is available to any other non-profit organization that has a general interest in the arts and wish to support Michigan Presenters. The Affiliate membership fee shall be the same as the Associate member fee.

Section 4. FEES: Membership fees will be established by the Board of Directors and will be reviewed on an annual basis.

Section 5. HONORARY MEMBERS: The membership may from time to time, upon the recommendation of the Board of Directors, or on the motion of an individual member, convey Honorary Membership to persons whose contributions to the

organization or to the arts in general are deemed worthy of the honor. Honorary Members are non-voting members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS: The Board of Directors will consist of a President, Vice President, Past President, Secretary, Treasurer and up to five eligible members elected at large. At any given time, non-profit and for-profit presenters will comprise no fewer than six of the Board members.

Section 2. RESPONSIBILITIES: The Board of Directors shall act as the executive committee and shall have the responsibility for the general direction of the organization, including making all decisions not prohibited by these by-laws on the governance of the organization, the day to day operations of Michigan Presenters, establishing meeting dates and times, and making recommendations to the membership at large on programs and program content, and generally communicating to the membership all matters related to and of the organization. Meetings of the Board of Directors are open to all members in good standing.

Section 3. ELECTIONS: Elections shall be held during the last quarterly meeting with terms beginning on January 1st of the following year. All Board of Director positions shall have terms of two years in length and no individual shall hold the same Board position for more than two consecutive terms. In the interest of continuity, the terms of office shall be staggered so that approximately one-half of the terms expire each year.

Section 4. ELIGIBILITY: Any voting member or associate member is eligible to serve on the Board of Directors.

Section 5. AUTHORITY: The Board of Directors shall have the authority to receive, in trust, monies or property, by way of gifts, grants, devises, or bequests for Michigan Presenters purposes. All such gifts, grants, devises, or bequests shall be subject to the terms and conditions on which they may be given.

Section 6. BOARD MEETINGS: Board meetings may be called at the discretion of the President, or, in the absence of the President, the Vice President, at such time and place as they may designate.

Section 7. INDEMNIFICATION: Michigan Presenters shall, to the fullest extent now or hereafter permitted by law, indemnify any director, officer, or employee of Michigan Presenters from any loss, claims, judgment or other liability resulting from any action, or other act or omission taken by such director, officer, or employee in good faith in execution of, and in performance by such person authorized corporate duties or actions. Michigan Presenters may provide such officers and directors insurance coverage, at corporate expense, deemed necessary and appropriate by the Board of Directors, insuring against such claims or losses.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall preside over all regular and special membership meetings, shall set and preside over all Board meetings, and shall have the right to vote. The President shall select all committee chairpersons.

Section 2. VICE PRESIDENT: The Vice President shall assist the President and shall preside over meetings in the absence of the President.

Section 3. SECRETARY: The Secretary shall maintain the minutes and records of all meetings and shall attend to the giving and receiving of all notices.

Section 4. TREASURER: The Treasurer shall receive and disburse funds at the discretion of the Board of Directors. The Treasurer shall have authority to pay operating expenses of the Michigan Presenters by checks or orders signed by the Treasurer.

Section 5. PAST PRESIDENT: The Past President shall preside over all regular and special meetings where the President and Vice President are not available.

Section 6. COMMITTEES: The Board of Directors will designate Standing and Ad-hoc Committees. The President of the Board of Directors shall select committee Chairpersons. The Committee Chair shall select other committee members.

ARTICLE VII

GENERAL PROVISIONS

Section 1. MEETINGS:

1.1 The Michigan Presenters will hold a minimum of one annual in-person meeting of the general membership.

1.2 The Board of Directors shall meet a minimum of once per quarter (four times annually).

Section 2. BUDGET: The Board of Directors shall approve an annual budget to be shared with the membership. The Board of Directors shall provide financial reports at the annual meeting and all official meetings of the Board of Directors.

Section 3. OFFICIAL RECORDS: The Board of Directors shall keep a record of its By-laws, resolutions, proceedings, and actions, which shall be maintained by the Secretary and shall be available to the membership upon request.

Section 4. DISSOLUTION: The case of dissolution or liquidation of Michigan Presenters, the last Board of Directors shall cause all of the property and assets of Michigan Presenters of every kind and nature and whosoever situation, including those in the hands of the Board of Directors to be assigned transferred and conveyed to such organization or organizations duly qualified as charitable organizations qualified under Section 501(c)(3) of the Internal Revenue Code and regulation promulgated there under as they now exist or as they may hereafter be amended, as the Board of Directors shall deem to be most likely to use such property and assets for the purposes of carrying out the general purposes for which Michigan Presenters was organized, and in case the Board of Directors shall fail, neglect, or refuse to do so, all of said property and assets shall pass to and become the property of the State of Michigan. The purpose of this section is to provide assurances that no individual director or officer of Michigan Presenters will directly or indirectly, participate or share in any division or distribution of the assets of Michigan Presenters upon the dissolution or liquidation thereof.

Section 5. QUORUM: A quorum of at least one quarter (1/4) of voting members is required for the purposes of conducting business and voting.

Section 6. VOTING: In all decisions requiring a formal vote of the general membership, passage requires a quorum and simple majority of the votes.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

Section 1. PROPOSALS TO AMEND: Proposals to amend the By-laws may be made by any voting member.

Section 2. ACTIONS TO AMEND: Any amendment to the by-laws must be shared with the membership a minimum of 15 days before a vote. Passage and ratification of any proposed amendment requires a simple majority.

Adopted March 1991

Amended January 1994

Amended November 1995

Amended June 1996

Amended April 2011

Amended June 2018

Amended October 2021

Amendment Proposed October 2024