



public arts commission

DRAFT Bylaws of
public arts commission
a Minnesota nonprofit corporation

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DRAFT public arts commission Bylaws

1. Names
 - a. The corporation public arts commission may henceforth appear as public arts commission
 - b. This document is known as the public arts commission Bylaws and may henceforth appear as the Bylaws.
 - c. The public arts commission Board of Directors may henceforth appear as Board of Directors or the Board.
2. Definitions
 - a. Agent:
 - i. Someone who is or was a Director, officer, employee or agent in another capacity of public arts commission, or is or was serving at the request of public arts commission as a Director, Officer, Employee, or Agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, Employee, or Agent of a foreign or domestic corporation that was a predecessor corporation of public arts commission or of another enterprise at the request of the predecessor corporation.
 - b. Members:
 - i. A number of participants decided by the Board of Directors in public arts commission that elect the Board of Directors.
 - c. Members' Vote:
 - i. The percentage of voting rights delegated to the public arts commission Founder, Officers, Directors and/or Members in order to make decisions on behalf of public arts commission. The Founder is delegated 51% of the Members' Vote and the remaining Directors are delegated 49% of the Members' Vote. Each Director representing the 49% Members' Vote will by default receive equal percentages of the Members' Vote unless the Board of Directors agrees to apportion the 49% Members' Vote differently based on rank.
 - d. Board of Directors:
 - i. A number of Directors who help make decisions on behalf of public arts commission and who represent the Members in the custody, control and care of public arts commission's property and assets.
 - e. Founder:
 - i. The Founder of public arts commission, stephen garrett dewyer, who helps run, direct and make decisions on behalf of public arts commission. The Founder represents 51% of the Members vote and is also a Director and Member.
 - f. Director:
 - i. Someone appointed by public arts commission Members to serve on the Board and is a Member.
 - g. Employee:
 - i. Someone hired by public arts commission, the Founder or an Officer with powers delegated by public arts commission to hire employees to help work on public arts commission.
 - h. Expenses:

- i. Includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of their position or relationship as Agent and attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under [section 12.c.i.](#)
 - i. Interested person:
 - i. Any person currently being compensated by public arts commission for services rendered to it within the previous twelve (12) months, whether as a full or part-time Officer or other Employee, Independent Contractor, or otherwise, excluding any reasonable compensation paid to the Founder as Founder and/or Director as Director.
 - ii. Any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person.
 - j. Mission:
 - i. A defining statement on the objectives of public arts commission.
 - k. Officer:
 - i. Someone appointed by the public arts commission Board of Directors with delegated powers and duties exceeding those of a Director.
 - l. Principal Office:
 - i. The office, within or outside Minnesota, where the Founder of public arts commission is located and designated in the annual report or application for authority to transact business in Minnesota.
 - m. Proceeding:
 - i. Any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
 - n. Quorum:
 - i. The minimum number of public arts commission Directors required present to vote on behalf of the public arts commission. At any point, a majority (50+%) of Members vote present at a meeting may constitute a quorum provided notice of the meeting to all Directors was given following [section 10.e.iv.1](#) and that minutes were taken.
- 3. Purposes
 - a. public arts commission mission statement:
 - i. Focusing directly on art and politics, public arts commission seeks to redefine art's relation to the public for greater democracy within and outside art. public arts commission will help facilitate the production of art about public arts as well as the production of a public arts about politics. public arts commission will critically support local autonomy and thereby not favor one particular art form over another (since no two locations are the same), but rather favor public participation in the determination of public art. public arts commission will engage both electoral and institutional politics, thereby building the capacity for greater public art considerations to have a seat at the table in political campaigns and legislative matters. public arts commission will facilitate conversations, exhibitions and publish a journal in line with its mission to re-define art's relation

to the public for greater democracy within and outside art. public arts commission thus seeks to engage directly the producers of art, the public and legislators in order to better represent the interests of the major parties involved.

- b. Any amendments to public arts commission's mission statement are attached to the Bylaws with corresponding amendment dates.
 - c. A copy of public arts commission's mission statement exactly transcribed from its first year (April 2017 - March 2018):
 - i. Focusing directly on art and politics, public arts commission seeks to redefine art's relation to the public for greater democracy within and outside art. public arts commission will help facilitate the production of art about public arts as well as the production of a public arts about politics. public arts commission will critically support local autonomy and thereby not favor one particular art form over another (since no two locations are the same), but rather favor public participation in the determination of public art. public arts commission will engage both electoral and institutional politics, thereby building the capacity for greater public art considerations to have a seat at the table in political campaigns and legislative matters. public arts commission will facilitate conversations, exhibitions and publish a journal in line with its mission to re-define art's relation to the public for greater democracy within and outside art. public arts commission thus seeks to engage directly the producers of art, the public and legislators in order to better represent the interests of the major parties involved.
4. Offices
- a. Principal office
 - i. The Founder's office and the principal office for the transaction of the business of public arts commission may be established at any place or places within or without the State of Minnesota by resolution of a majority vote by the public arts commission Directors.
 - b. Other offices
 - i. The public arts commission Directors may, at any time, establish branch or subordinate offices at any place or places where public arts commission is qualified to transact business.
5. Nonprofit statement
- a. General statement
 - i. public arts commission will engage in any lawful act or activity for which a corporation may be organized under the Minnesota Statute 317A Nonprofit Incorporation Act, provided, however, nothing in the nonprofit statement shall be construed to authorize public arts commission to carry on any activity for the profit of its Founder, Officers, Directors, Members or other persons or to distribute any gains, profits or dividends to any of its Founder, Officers, Directors, Members or other persons as such. Furthermore, nothing in this Article shall be construed as allowing public arts commission to engage in any activity forbidden under Section 501(c)(4) of the Internal Revenue Code. public arts commission's properties, assets and facilities will devote to the purposes for

- f. Domain name renewal will happen without interruption.
 - g. The public arts commission shared web hosting account will have privacy protections in place.
9. Voting rights
- a. Only the public arts commission Founder, Directors and/or Members may vote on decisions on behalf of public arts commission.
 - b. The Founder is delegated 51% of the Members' Vote.
 - c. The remaining Directors are delegated 49% of the Members' Vote.
 - d. Each Director representing the 49% Members' Vote will by default receive equal percentages of the Members' Vote unless the Board of Directors agrees to apportion the 49% Members' Vote differently based on rank.
 - e. Assigning of voting rights
 - i. Voting rights are assigned to the Founder, Officers, Directors and/or Members upon their appointment or incumbency as a Founder, Officer, Director, Member or other persons.
 - ii. The public arts commission Board of Directors may reapportion the public arts commission voting rights by a majority vote.
 - f. Forfeiture of voting rights
 - i. The public arts commission Founder, Directors, Officers and/or Members forfeit their voting rights upon resignation, death or removal from a Members' Vote appointment or incumbency, at which point, either:
 - 1. The Members, including the Founder, Officers and Directors, will hold an election to fill the vacancy if the vacancy is on the Board of Directors, in which case the election will be held at the next regular Directors meeting.
 - 2. The voting rights will transfer from the Founder to the Board of Directors upon the vacancy of the Founder office.
10. Powers
- a. General powers
 - i. Subject to the provisions of Minnesota Statute 317A Nonprofit Incorporation Act, the public arts commission Board of Directors shall help run the business and affairs of public arts commission and exercise control, custody and care of public arts commission's property and assets. The Board of Directors may delegate the management of the activities of public arts commission to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate power shall be exercised under the ultimate direction of the Board.
 - b. Specific powers
 - i. Without prejudice to the general corporate powers described in [section 10.a.i](#), and subject to the same limitations, the public arts commission Directors shall have the following powers
 - 1. Officers, Agents and Employees
 - a. At its pleasure, select, remove and supervise all Officers, Agents and Employees of public arts commission; prescribe any powers

and duties for them that are consistent with law, with public arts commission's Articles of Incorporation and with public arts commission's Bylaws; and fix their compensation.

2. Principal Executive Office
 - a. Change the principal executive office or the principal business office in the State of Minnesota from one location to another; cause public arts commission to be qualified to conduct activities in any other state and conduct activities within the State of Minnesota; and designate any place within the State of Minnesota for the holding of meetings, including annual meetings.
3. Borrow money
 - a. Borrow money and incur indebtedness on behalf of public arts commission and cause to be executed and delivered for public arts commission's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- c. Terms; Election of Successors and additional Directors
 - i. Founder
 1. As Founder of public arts commission, the public arts commission Founder has no set term limit and automatically retains his title.
 - ii. Directors
 1. Each Director will serve a term of three years or until his or her successor is elected and qualified, unless his or her directorship is also as a Founder, vacated by resignation, death, removal or otherwise.
 2. The initial Board shall serve until the conclusion of 2020 Annual Meeting described in section 10.e.i.1. Each Director of subsequent Boards shall serve until the conclusion of the third annual meeting held after he or she assumes office.
 3. Each seat on the incoming Board shall be filled at the Annual Meeting by a separate vote of the current Members; a majority vote of a quorum of Members shall be sufficient to fill each seat. Each new Director shall take office at the conclusion of the annual meeting at which he or she is elected. In any event, a Director shall serve until a successor has been elected.
 4. Elections of successors or additional Directors to the Board may allow two classes of Directors to stagger elections from year to year. The Members may elect an incoming class of Directors at an annual meeting during a term of current Directors provided the Members, by at least a majority quorum vote, decided to increase the number of Directors on the Board.
 - iii. Members

1. Each Member will serve a term of a date specified by the Board of Directors upon the start of his or her Membership unless his or her Membership is vacated by resignation, death, removal or otherwise.
 2. The public arts commission Founder and Directors have Member terms that automatically begin and end with each of their respective times in office.
- d. Vacancies
- i. Events Causing Vacancy
 1. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any one of the following:
 - a. The death, resignation or removal of any Director
 - b. The declaration by resolution of the Members of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgement of any court to have breached a duty under the Minnesota Statute 317A Nonprofit Incorporation Act
 - c. Whenever the number of authorized Directors increases.
 - ii. Removal
 1. Directors may be removed without cause by a simple majority quorum vote of Members then in office.
 - iii. Resignations
 1. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair or Co-Chairs of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if public arts commission would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.
 - iv. Appointment to Fill Vacancies
 1. In case of any vacancy in the Board of Directors, a majority quorum of the remaining Members may elect a successor to fill the unexpired term, and to serve until his or her successor will have been duly elected and qualified. In the event of increase in the number of Directors, additional Directors may be elected to terms of one, two or three years as necessary to maintain equality in numbers among the classes of Directors. Additional Directors so elected will serve until their successors will have been duly elected and qualified.
 - v. No Vacancy on Reduction of Number of Directors
 1. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
 - vi. No Vacancy on Reduction of Number of Members
 1. No reduction of the authorized number of Members shall have the effect of removing any Member before that Member's term of office expires.
- e. Meeting locations and times

- i. Annual Meeting
 1. Unless the Directors specify otherwise in a Notice to the Members, the Annual Meeting for the purpose of electing Officers and Directors and for such other business may be required, shall be held in October of every year, commencing 2017.
 2. The Directors will convene at the Annual Meeting to
 - a. Apportion fundraising requirements amongst Board of Directors members
 - b. Approve an annual budget
 - c. Approve an annual Directors work-plan
 - d. Elect Directors and Officers as needed
 - e. Appoint Members as needed
 - f. Review each officer's work-plan or performance review
 - g. Review the Form 990 and audit
- ii. Regular Meetings
 1. Regular Meetings of the Directors may be held at any location within the State of Minnesota that has been designated from time to time by resolution of the Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of public arts commission.
 2. The Directors shall meet four times per year and may set a specified time and location for its regular meetings. Once the Directors set the time for regular meetings, each Director shall receive notice, as specified in [section 10.e.vi.1](#), of the time and location that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Directors change the time and location of regular meetings, each Director shall receive notice of the change in keeping with [section 10.e.vi.1](#).
 3. The Regular Meetings of the Directors will convene to
 - a. Review the budget
 - b. Discuss the short-term and long-term progress and goals of public arts commission, including and not exclusively:
 - i. Appointments
 - ii. Communications
 - iii. Fundraising
 - iv. Operations
 - v. Partnerships
 - vi. Public Relations
 - vii. Vision
 - viii. Work details
- iii. Special Meetings
 1. Special Meetings of the Board shall be held at any location within the State of Minnesota that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal

executive office of public arts commission. Notwithstanding the above provision of this [section 10.e.iii.1](#), a regular or special meeting of the Directors may be held at any location consented to in writing by all Directors, either before or after the meeting.

2. Authority to call
 - a. Special meetings of the Directors for any purpose may be called at any time by the Founder, or the Chair of the Board of Directors, or the Secretary, or the Treasurer, or any two directors.
3. Notice
 - a. Manner of giving
 - i. Notice of the time and location of special meetings shall be given to each Director by one of the following methods:
 1. by personal delivery or written notice
 2. by electronic mail or facsimile
 3. by first-class mail, postage paid
 4. by telegram, charges prepaid
 - ii. All such notices shall be given or sent to the Director's address as shown on the records of public arts commission; or, if notice is given by facsimile, the notice shall be sent to each Director at his or her facsimile number as shown on the records of public arts commission. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director.
 - b. Time Requirements
 - i. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, written notice, electronic mail or technology designed to record and communicate messages, facsimile or telegraph shall be delivered, telephoned or given to the telegram company at least 48 hours before the time set for the meeting.
 - c. Notice contents
 - i. The notice shall state the time, purpose and location for the meeting. It need not, however, specify the location of the meeting if it is to be held at the principal executive office of public arts commission.
- iv. Any meeting, regular or special, may be held by video conference, conference telephone or similar communication equipment so long as all the Directors

participating in the meeting can hear one another, and all such Directors shall be deemed present in person at such meeting.

v. Quorum

1. A majority (50+%) of the authorized number of Directors shall constitute a quorum for the transaction of businesses, except to adjourn as provided in [section 10.e.vii.1](#). Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Directors, subject to the provisions of the Minnesota Statute 317A Nonprofit Incorporation Act, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) creation of, and appointment to, committees of the Directors and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

vi. Waiver of notice

1. The transactions of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present and (b) either before or after the meeting, each of the Directors signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the public arts commission records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of public arts commission either in person, by first-class mail addressed to the Secretary at the principal office of public arts commission as contained on the public arts commission records as of the date of the protest, or by facsimile addressed to the facsimile number of public arts commission as contained on the public arts commission records as of the date of the protest.

vii. Adjournment

1. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and location.

viii. Notice of adjournment

1. Notice of the time and location of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and location shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ix. Conduct at meetings

1. Meetings of the Directors shall be presided over by Founder or, in his absence, by the Chair of the Board of Directors or, in the absence of both the Founder and the Chair of the Board of Directors, by the Secretary chosen by a majority of the Directors present at the meeting. The Secretary of public arts commission shall act as Secretary of all meetings of the Directors, 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, as may be determined by the Directors from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

x. Actions without meeting

1. Any action required or permitted to be taken by the Directors may be taken without a meeting, if all Directors of public arts commission, individually or collectively, consent in writing to the action. For the purposes of this Section only, "all Directors of public arts commission" shall not include any "interested Director" as defined in the Minnesota Statute 317A Nonprofit Incorporation Act. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Directors.

xi. Fees and compensation of Directors

1. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Directors to be just and reasonable. Directors may be compensated for rendering services to public arts commission in a capacity other than a Director, provided such compensation is reasonable and further provided that not more than forty-nine percent (49%) of the persons serving as Directors may be "interested persons," as defined in the Minnesota Statute 317A Nonprofit Incorporation Act or any successor provision. "Interested Persons" means:
 - a. Any person currently being compensated by public arts commission for services rendered to it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

xii. Non-liability of Directors and Members

1. The Directors and Members shall not be personally liable for the debts, liabilities or other obligations of public arts commission.

f. Committees

i. Committees of Directors

1. The Directors may, by resolution adopted by a majority of the Directors then in office, create one or more committees, including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Directors. Any committee, to the extent provided in the resolution of the Directors, shall have all the authority of the Directors, except that no committee, regardless of Director resolution, may:
 - a. Fill Director vacancies or fill vacancies in any committee which has the authority of the Directors;
 - b. Fix compensation of the Directors for serving as a Director or on a committee;
 - c. Amend or repeal Bylaws or adopt new Bylaws;
 - d. Amend or repeal any resolution of the Directors by its express terms is not so amendable or repealable;
 - e. Appoint any other committees of the Directors or the members of these committees;
 - f. Approve any transaction (1) between public arts commission and one or more of its Directors or (2) between public arts commission or any entity in which one or more of its Directors have a material financial interest; or
 - g. Expend public arts commission funds to support a nominee for Director after more persons have been nominated than can be elected.

ii. Meetings and action of committees

1. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of [section 10.e](#) of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Directors and its members, except that the time for regular meetings of committees may be determined by resolution of the Directors. Special meetings of committees may also be called by resolution of the Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the public arts commission records. Committees shall report to the Directors from time to time as the board may require. The Directors may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws, or, in the absence of rules adopted by the Directors, the committee may adopt such rules.

iii. Quorum rules for committees

1. A majority (50+%) of the authorized committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A

majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and location. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the Minnesota Statute 317A Nonprofit Incorporation Act, including without limitation those provisions relating to (i) creation of, or appointment to, committees of the Board and (ii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

iv. Revocation of delegated authority

1. The Directors may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Directors.

g. Officers

- i. public arts commission shall have as officers the Founder, a Chairperson or a President or both, a Secretary and a Treasurer. public arts commission may also have, at the discretion of the Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Treasurers and such other officers as may be appointed in accordance with the provisions of [section 10.g](#). Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or Chairperson of the Board.

ii. Election of officers

1. Officers of public arts commission must also be public arts commission Directors. The officers of public arts commission, except those appointed in accordance with the provisions of [section 10.g.vi.1](#), shall be chosen by the Directors, and each shall serve at the discretion of the Directors until their successor shall be elected, subject to the rights, if any, of an officer under any contract of employment.

iii. Subordinate officers

1. The Directors may appoint and may authorize the Founder, the Chairperson of the Board or the President or another officer to appoint any other officers that the business of public arts commission may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined from time to time by the Directors.

iv. Removal of officers

1. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Directors, at any regular or special meeting of the Directors or at the

annual meeting of public arts commission or, except in the case of any officer chosen by the Directors, by an officer whom such power of removal may be conferred by the Directors.

- v. Resignation of officers
 - 1. Any officer may resign at any time by giving written notice to public arts commission. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of public arts commission under any contract to which the officer is a party.
- vi. Vacancies in offices
 - 1. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. In the event of a vacancy in any office except the office of Founder, such a vacancy shall be filled temporarily by appointment by the Founder, and shall remain in office for 60 days or until the next regular meeting of the Directors, whichever comes first. Thereafter, the position can be filled only by action of the Directors.
 - 2. The vacancy of the Founder from office as Founder shall transfer the voting rights of the vacated Founder from public arts commission to the Board of Directors, which may apportion the voting rights unless apportioned by the Founder prior to vacancy of the Founder office.
 - 3. Vacated offices except for the Founder office will retain the apportioned voting rights until the offices are filled or the Directors apportion the voting rights differently.
- vii. Compensation of Officers
 - 1. The salaries of Officers, if any, shall be fixed from time to time by resolution of the Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of public arts commission, provided, however, that such compensation paid a Director for serving as an Officer of public arts commission shall only be allowed if permitted under the provisions of [section 5.a.i](#) of the public arts commission Bylaws. In all cases, any salaries received by Officers of public arts commission shall be reasonable and given in return for services actually rendered for public arts commission which relate to the performance of the social welfare purposes of public arts commission.
- viii. Details, responsibilities and qualifications of Officers
 - 1. Founder
 - a. Qualifications:
 - i. The Founder started public arts commission.
 - b. Details:

- i. The Founder represents leadership of public arts commission and helps envision and run the day to day and long-term operations of public arts commission.
 - ii. The Founder understands the public arts commission Bylaws, public arts commission Mission, public arts commission Budget and public arts commission Conflict of Interest Policy.
 - iii. The Founder serves as ambassadors of public arts commission to the public, modeling the standards of public arts commission, particularly by avoiding conflicts of interest¹.
 - iv. The Founder writes the agenda for public arts commission Director meetings and works with various Directors and Officers of the Board to make public arts commission responsive and accountable for a collaborative work environment consistent with its mission.
 - v. The Founder works with the Directors and Officers to determine the budget goals, annual reports, succession plans, partnerships and programs of public arts commission.
2. Chair
- a. Qualifications:
 - i. The Chair must serve on the public arts commission Board of Directors.
 - b. Details:
 - i. The Chair represents a leadership role within public arts commission on the Board of Directors.
 - ii. The Chair will help run and envision both the day to day and long-term planning and operations of public arts commission.
 - iii. The Chair will acknowledge public arts commission's Bylaws, public arts commission's Conflict of Interest Policy and public arts commission's mission.
 - iv. The Chair works with the Founder and Board of Directors to determine the budget goals, annual reports, succession plans, partnerships and programs of public arts commission.
 - v. The Chair serves as an ambassador of public arts commission to the public, modeling the standards of public arts commission, particularly by avoiding conflicts of interest.

¹ See public arts commission's conflict of interest policy at http://www.publicartscommission.org/PDFs/DRAFT_public_arts_commission_conflict_of_interest_policy.pdf

3. Secretary

a. Qualifications:

- i. The Secretary must serve on the public arts commission Board of Directors.
- ii. The Secretary will be able to meet deadlines and make accessible public arts commission's documents upon request within a reasonable amount of time.
- iii. The Secretary will be able to handle different classifications of information and use appropriate discretion on the distribution of information.

b. Details:

- i. The Secretary will acknowledge public arts commission's Bylaws, public arts commission's Conflict of Interest Policy and public arts commission's Mission.
- ii. The Secretary has a leadership role in ensuring the Directors give due diligence in following public arts commission's Mission and Bylaws.
- iii. The Secretary is the custodian of public arts commission's records. The Secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing due dates. The Secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.
- iv. The Secretary writes the minutes of each Directors Meeting.
- v. The Secretary should be knowledgeable of the organization's records and related materials, providing advice and resources to the Directors on topics such as governance issues, amendments to the state laws, and the like, that will assist them in fulfilling their fiduciary duties.
- vi. The Secretary is responsible for facilitating communications about prior notice of any meetings and timely distribution of materials such as agendas and meeting minutes.

4. Treasurer

a. Qualifications:

- i. The Treasurer will have financial expertise and a record of balancing budgets, fundraising and complying with government laws and tax regulations.
- ii. The Treasurer will be able to make accessible public arts commission's finances upon request within a reasonable timeframe.

- iii. The Treasurer will be able to meet deadlines.
 - b. Details:
 - i. The Treasurer is in charge of public arts commission's finances. The responsibilities of the Treasurer include:
 - 1. Advising to the Directors on matters pertaining to public arts commission's finances including and not exclusively:
 - a. Fundraising
 - b. Savings
 - c. Losses
 - d. Potential conflicts of interest
 - 2. Providing the Directors with regular financial reports with explanations for any discrepancies between the budget and current expenditure.
 - 3. Financial reports may become public.
 - 4. Recommending an alternate course of action in the event of a major budget discrepancy between the budget and current expenditure.
 - 5. Performing all bookkeeping, including management of public arts commission's bank accounts.
 - 6. Promote good financial practices in accordance with public arts commission's Bylaws and Mission.
 - 7. Makes sure public arts commission complies with government laws and tax regulations.
 - 8. Protect public arts commission against theft and fraud.
 - 9. Serve as Liaison with the Auditor.
 - a. Audits of public arts commission happen at least once a year.
 - b. The Treasurer will provide the Auditor with all assets (cash in bank, accounts receivables and fixed assets), liabilities and revenue.
11. Transactions between public arts commission and Directors, Officers or Members
- a. Contracts with Directors, Officers and Members
 - i. Prohibited Transactions
 - 1. public arts commission shall not be a party to any contract or transaction:
 - a. In which one or more of its Directors, Officers or Members has a material financial interest or;
 - b. With any corporation, firm, association or other entity in which one or more Directors, Officers or Members has a material financial interest or;

- c. With any corporation, firm, association or other entity (other than a Minnesota nonprofit public benefit corporation) in which one or more of its Members, Directors or Officers is a member; unless:
 - i. The material facts concerning the contract or transaction and such Director's, Officer's or Member's financial interest or common Directorship are fully disclosed in good faith and are noted in the minutes;
 - ii. Prior to authorizing or approving the contract or transaction, the Directors consider and in good faith determine after reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of public arts commission;
 - iii. public arts commission enters into the contract or transaction for its own benefit;
 - iv. The contract or transaction is fair and reasonable to public arts commission or implements a social welfare program of public arts commission at the time the contract or transaction is entered into and;
 - v. Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors, Officers or Members abstaining from voting, provided that majority has decision making authority under the quorum provisions of [section 10.e.v.1](#).

2. Material financial interest

- a. A Director, Officer or Member of public arts commission shall not be deemed to have a "material financial interest" in a contract or transaction:
 - i. That fixes the compensation of a Member as a Member, Director or Officer;
 - ii. That is authorized by the Directors in good faith and results in a benefit to a Director, Officer, Member or their families because they are in the class of persons intended to be benefited by the social welfare program of public arts commission; or
 - iii. Where the interested Director, Officer or Member has no actual knowledge of the transaction and it does not exceed the lesser of one (1) percent of the gross receipts of public arts commission for the preceding year or one (1) percent of \$100,000.
- ii. Loans to Directors, Officers or Members

1. public arts commission shall not make any loan of money or property to or guarantee the obligation of any Director, Officer or Member, unless approved by the Attorney General of the State of Minnesota; provided, however, public arts commission may advance money to a Director, Officer or Member of public arts commission for expenses reasonably anticipated to be incurred in the performance of duties such as Director, Officer or Member, provided that in the absence of such advance, such Director, Officer or Member would be entitled to be reimbursed for such expenses by public arts commission.
- iii. Interlocking Directorates
 1. No contract or other transaction between public arts commission and any Minnesota nonprofit public benefit corporation of which one or more Directors are also Members of public arts commission is either void or voidable because such Director(s) are present at a meeting of the public arts commission Directors that authorizes, approves or ratifies the contract or transaction, if the material facts as to the transaction and as to such Member's other Directorship are fully disclosed to the Directors, and the Directors authorize, approve or ratify the contract or transaction in good faith by a vote of disinterested Directors at the meeting (subject to the quorum provisions of [section 10.e.v.1](#)) or if the contract or transaction is just and reasonable as to public arts commission at the time it is authorized, approved or ratified.
 - iv. Duty of Loyalty; Construction with [section 11.a](#)
 1. Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director, Officer and Member owes to public arts commission. Furthermore, nothing in this Article shall be construed to override or amend the provisions of [section 5.a](#). All conflicts between the two articles shall be resolved in favor of [section 5.a](#).
12. Indemnification of Agents, Directors, Employees, Officers and Members
- a. Definitions
 - i. For the purpose of this Article,
 1. Agent:
 - a. Any person who is or was a Director, Employee, Officer, Member or other agent of public arts commission, or is or was serving at the request of public arts commission as a Director, Employee, Officer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or was a Director, Employee, Officer or agent of a foreign or domestic corporation that was a predecessor corporation of public arts commission or of another enterprise at the request of the predecessor corporation;
 2. Proceeding:

- a. Any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
 3. Expenses:
 - a. Includes, without limitation, all attorneys' fees, costs and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all attorneys' fees, costs and other expenses reasonably incurred in establishing a right to indemnification under this article.
- b. Successful Defense by Agent
 - i. To the extent that an Agent of public arts commission has been successful on the merits in the defense of any proceeding referred to in this [article](#), or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgement rendered against him or her, then the provision of [section 12.e.i.1.](#) through [section 12.e.i.2](#) shall determine whether the Agent is entitled to indemnification.
- c. Actions Brought by Persons Other than public arts commission
 - i. Subject to the required findings to be made pursuant to [section 12.d](#), below, public arts commission shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of public arts commission, for all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred in connection in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be permitted under this [section 12.d](#) for any action brought by, or on behalf of public arts commission, or by a Director, Officer, Member or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant Director, Officer or Member was or is engaging in self-dealing within the meaning of that in the Minnesota Statute 317A Nonprofit Incorporation Act or by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.
- d. Action Brought by or on Behalf of public arts commission
 - i. Claims Settled Out of Court
 1. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of public arts commission, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses reasonably incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
 - ii. Claims and Suits Awarded Against Agent
 1. public arts commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of public arts commission by

reason of the fact that the person is or was an Agent of public arts commission, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- a. The determination of good faith conduct required by [section 12.e.i](#) must be made in the manner provided for in that Section; and
 - b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- e. Determination of Agent's Good Faith Conduct
- i. The indemnification granted to an Agent in [section 12.b](#) and [section 12.c](#) above is conditioned on the following:
 1. Required standard of conduct
 - a. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of public arts commission and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgement, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
 2. Manner of determination of good faith conduct
 - a. The determination that the Agent did act in a manner complying with [section 12.e.i.1](#) above shall be made by:
 - i. The Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - ii. The court in which the proceeding is or was pending. Such determination may be made on application brought by public arts commission or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney or other person is opposed by public arts commission.
- f. Limitations
- i. No indemnification or advance shall be made under this [section 12](#), except as provided in [section 12.e.i.1](#) and [section 12.e.i.2](#), in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
 - g. Advance of expenses
 - i. Expenses incurred in defending any proceeding may be advanced by public arts commission before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article [section 12](#).
 - h. Contractual rights of non-Directors, non-Officers and non-Members
 - i. Nothing contained in the [section 12](#) shall affect any right to indemnification to which persons other than Directors, Officers and Members of public arts commission, or any subsidiary hereof, may be entitled by contract or otherwise.
 - i. Insurance
 - i. The Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of public arts commission, as defined in this [section 12.i](#), against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not public arts commission would have the power to indemnify the Agent against the liability under the provisions of [section 12.f](#).
13. Corporate records, website, print editions, reports and seals
 - a. Minute book - maintenance and inspection
 - i. public arts commission shall keep a minute book in written form at its principal office which shall contain a record of all actions by the Directors or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Directors or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Director actions.
 - b. Books and records of account - maintenance and inspection
 - i. public arts commission shall keep adequate and correct books and records of account to be kept at its principal office. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains and losses.
 - c. Articles of Incorporation and Bylaws - maintenance and inspection
 - i. public arts commission shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date.
 - d. Annual report: statement of certain transactions

- i. The Directors shall cause an annual report to be sent to each Director within one hundred and twenty (120) days after the close of public arts commission fiscal year containing the following information:
 1. The assets and liabilities of public arts commission as of the end of the fiscal year;
 - a. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - b. The revenue or receipts of public arts commission, both unrestricted and restricted to particular purposes, for this fiscal year;
 - c. The expenses or disbursements of public arts commission for both general and restricted purposes during the fiscal year;
 - d. A statement of any transaction (1) to which public arts commission, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000 and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a financial interest):
 - e. Any Directors, Officer or Members of public arts commission, its parent or its subsidiary;
 - f. Any holder of more than 10 percent of the voting power of public arts commission, its parent or its subsidiary.
 2. The statement shall include:
 - a. A brief description of the transaction;
 - b. The names of interested persons involved;
 - c. Their relationship to public arts commission;
 - d. The nature of their interest in the transaction;
 - e. When practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
 - f. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director, Officer or Member of public arts commission of these Bylaws.
- ii. Member's rights of inspection
 1. Every Member shall have the absolute right at any reasonable time to inspect public arts commission books, records, documents of every kind, properties and the records of each of its subsidiaries. The inspection may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- iii. public arts commission seal

1. The Directors may adopt, use and alter at will a public arts commission seal. Such seal shall be kept at the principal office of public arts commission. Failure to affix the seal to public arts commission instruments, however, shall not affect the validity of any such instrument.

14. Dedication of assets

a. Property use

- i. The property of public arts commission is irrevocably dedicated to social welfare purposes, or any other purposes permitted under Section 501(c)(4) of the Internal Revenue Code. No part of the net income or assets of public arts commission shall ever inure to the benefit of any Founder, Director, Officer or Member thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for public arts commission in effecting any of its public purposes, as long as such compensation is otherwise permitted by its Bylaws and is fixed by resolution of the Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of public arts commission's assets on the dissolution of public arts commission.

b. Distribution of assets upon dissolution

- i. Upon the dissolution or winding up of public arts commission, its assets remaining after payment, or provision for payment, of all debts and liabilities of public arts commission shall be distributed to a non-profit fund, foundation or corporation which is organized and has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

15. Execution of instruments, deposits and funds

- a. The Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Director, Officer or Agent of public arts commission to enter into any contract or execute and deliver any instrument in the name of and on behalf of public arts commission, and such authority may be general or confined to specific instances. Unless so authorized, no Director, Employee, Officer or Agent shall have any power or authority to bind public arts commission by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

b. Checks and notes

- i. Except as otherwise specifically determined by resolution of the Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of public arts commission shall be signed by the Founder.

c. Deposits

- i. All funds of public arts commission shall be deposited from time to time to the credit of public arts commission in such banks, trust companies or other depositories as the Directors may select.

d. Gifts

- i. The Directors may accept on behalf of public arts commission any contribution, gift, bequest or devise for social welfare purposes of public arts commission.

16. Construction and definitions

- a. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Minnesota Statute 317A Nonprofit Incorporation Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular.

17. Amendments

- a. The Directors may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:
 - i. The Directors may not amend Bylaw provisions fixing the authorized number of Directors or establishing procedures for the nomination, forfeiture or appointment of Directors other than by a majority vote (50+%) of the Members' Vote cast in favor of the amendment.
 - ii. This Section may be amended only by the unanimous vote of all Directors.
 - iii. Directors may reapportion the public arts commission Members' Vote amongst Directors only by receiving a majority vote (50+%) of the Members' Vote for the reapportionment by the Directors or by the provisions specified in [section 9.f](#) on the forfeiture of Members' Vote rights.

18. Certification of the bylaws

- a. The undersigned certify that they are the acting Founder of public arts commission, a Minnesota nonprofit social welfare organization; that these Bylaws, consisting of [27](#) pages, are the Bylaws of the public arts commission Corporation as adopted by the Directors on [27 June 2017](#); and that these Bylaws have not been amended or modified since that date.
- b. Executed on [27 June 2017](#) in Minnesota.



stephen garrett dewyer
Founder of public arts commission