

BYLAWS OF BRIGHTON CULTURAL ARTS COMMISSION

ARTICLE 1

The Brighton Cultural Arts Commission, Inc. is an art, cultural and humanities 501 (c) 3 Corporation. The BCAC shall be operated exclusively for charitable, educational, cultural, and scientific purposes. The mission of the BCAC is to support equitable advancement of cultural and scientific opportunities for the benefit of students, artists, public, and community.

OFFICES

The principal office of the Corporation shall be located at, 18551 East 160th Avenue, City of Brighton, County of Adams, State of Colorado. The Corporation may have such other offices as the Board of Directors may determine from time to time.

ARTICLE 2

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall not be less than nine (9) and not more than twelve (12)). Directors should represent various cultural groups and reflect Brighton's diverse community without discrimination. The individuals who serve on the Board are respected and appreciated volunteers in the community. The Directors will consist of:

Up to Twelve (12) residents of the City of Brighton.

Up to Six (6) of those members may reside outside of the City of Brighton.

The term of each Director shall be one (1) year ending at the annual January meeting of the Board. Directors shall be elected by the Board. Directors may be reappointed.

If a Director is elected to fill an unexpired Director's term which is vacant due to resignation or other reason, the elected Director shall serve for the remainder of the unexpired term.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be monthly at the option of the President.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The special meeting shall be held at a location as the President or the Directors calling for the special meeting may determine. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally or sent electronically to each Director at his/her address as shown by the records of the corporation. If sent electronically, the recipient shall reply to confirm delivery. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Proxies may be granted by Directors to other Directors for the purpose of establishing a quorum or voting on motions in accordance with 2016 Colorado Revised Statutes Title 7. If there is not a quorum, the meeting may be adjourned without further notice.

Section 6. Responsibilities and Attendance. Each member of a Commission agrees to the following responsibilities during his or her term of office: attend every meeting; demonstrate respect, fairness consideration and courtesy to others; respect the authority of the President; prepare in advance of meetings and be familiar with issues on the agenda; be respectful of people's time, stay focused and act efficiently during the meeting; be wary of conflicts of interest and act and speak with honesty and integrity.

Section 7. Board Decisions. The act of most of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

Section 8. Vacancies. A Director who wishes to resign must provide written notice to the Board. The Board of Directors shall fill vacancies and make new appointments as necessary. Any Director who needs to miss a regular meeting (as set forth in Article 2, Section 3) must inform the President or Secretary in advance in order to be excused. Two or more consecutive unexcused absences will constitute a resignation.

Section 9. Compensation. The organization is organized in accordance with the Colorado Revised Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. No compensation shall be payable to the members of the Board of Directors, except payment as authorized for actual expenses incurred by any member of the Board, as approved by the Board.

Section 10. Electronic Meetings. A meeting may be held by electronic means so long as the meeting provides conditions for simultaneous aural communications among all participants. Votes must be taken aurally by roll call. Such meetings may be called by the President. Meeting announcements must include an adequate description of how to participate. When available, a Director may attend an in-person meeting electronically if previous permission is granted by the President.

ARTICLE 3

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers and assistant officers, as it shall deem desirable. Such officers have the authority to perform the duties prescribed, from time to time, by the Board of Directors. A Director may only hold one office.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee if such committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors. The Secretary shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer. The Treasurer shall be responsible for overseeing the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall give a report of the corporate finances as required, but no less often than at each meeting of the Board of Directors.

Past President The immediate past president shall serve on the Executive Committee for one year.

Section 2. Election and Term of Office. The officers of the corporation shall be elected for a one-year term by the Board of Directors annually at the January meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for the elected term.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby by a two-thirds vote of all Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The officers shall have such powers and shall perform such duties as may be specified in directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

ARTICLE 4

COMMITTEES

Section 1. Committees of Directors. The President is authorized to establish such committees as deemed necessary or appropriate for the affairs of the Corporation, including the nature and function of the committee and the number of committee members. Committees may include members residing outside the City of Brighton.

Section 2. Committee meetings may be called by the committee chair. Committee chairs shall give reports at the Board of Directors meeting.

ARTICLE 5

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation or fiscal agent.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the 501(c) 3 Corporation any contribution, gift, bequest or device for any purpose of the Corporation. Accurate records of donor contributions shall be kept by the Treasurer or designee.

ARTICLE 6

DISSOLUTION

These Bylaws are to conform with IRS Section 501 (c) 3 and, accordingly, should the Corporation be dissolved, then all remaining funds of the Corporation shall be distributed for use in the furtherance of appreciation and enjoyment of the arts, sciences, or humanities.

ARTICLE 7

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. Committees will report proceedings from meetings to the Board of Directors and those will be summarized in the minutes of the Board.

ARTICLE 8

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if prior written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

APPROVED THIS _____ DAY OF _____, 2024
FOR THE CORPORATION BY: _____
President

ATTEST: _____

Secretary

Amended: _____

Submitted by the Bylaws Committee