

BYLAWS
of
THE CENTER FOR THE ARTS
A Colorado Nonprofit Corporation

ARTICLE I – NAME

The name of the Corporation is The Center for the Arts.

ARTICLE II – MISSION

The Center for the Arts, a home for arts and culture, offers engaging opportunities and educational experiences to enrich and expand the life of our community.

ARTICLE III -- PURPOSE

1. Objectives. The Center for the Arts has been organized to operate exclusively for charitable and educational purposes, including but not limited to:

- A. Operating a center for the performing arts;
- B. Conducting educational, cultural, and research programs; and
- C. Engaging in all activities that will further and are consistent with the mission of the Corporation, including, but not limited to, public cultural performances and exhibits, presentations to groups, panel discussions, publication of literature, public education, and public relations.

2. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – LOCATION

The principal office of the organization, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors.

ARTICLE V – MEMBERS

The Corporation shall have no members within the meaning of the Colorado Revised Nonprofit Corporation Act.

ARTICLE VI – PARTNERS

The Center for the Arts is supported in part by the pARTners of the Center for the Arts, sometimes called the Center pARTners, a volunteer organization established by the Board of Directors of the Center to provide additional funding for the Center’s budget through fundraising special events, to expand the volunteer base, to promote community awareness, and to lend assistance to the Center Board, as needed. The Center for the Arts Board of Directors shall assist and support the fundraising activities of the Partners. All funds received by the Partners through its fundraising activities shall constitute charitable contributions to the Center for the Arts under federal and state tax laws.

ARTICLE VII – DIRECTORS

1. Management of the Corporation. Management of The Center for the Arts shall be vested in a Board of Directors. The Board of Directors may, by general resolution and to the extent permitted by law, delegate to committees of its members or to officers of The Center for the Arts, such powers as the Board may determine. All powers not delegated by the Board of Directors are reserved to it.

2. Number and Qualifications. The number of directors, exclusive of *ex officio* directors, shall be not less than twelve (12) nor more than twenty-one (21), the exact number within such range to be determined by resolution of the Board of Directors from time to time. No change in the number of directors shall affect the incumbent directors during the terms for which they were elected. A director shall be a natural person who is at least eighteen years of age. A director need not be a resident of the State of Colorado.

3. Election, Term of Office. The Directors shall be determined by the Board at the annual meeting of the Board or some adjournment thereof. Each Director shall be elected for a three-year term of office and shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or his or her earlier death, resignation, or removal. No director shall be eligible to serve more than two consecutive terms as a director, which limitation shall not apply with respect to the unexpired term for any person elected to fill a vacancy in an unexpired term. However, a director serving in the office of President shall be eligible to serve an additional two-year term as Past President. The Secretary shall maintain a list of all directors, indicating expiration of their respective terms. Approximately one-third of the members of the Board of Directors shall be elected each year.

4. Ex Officio Directors. The Crested Butte Town Council and the Mt. Crested Butte Town Council shall annually be invited to designate from their respective members a person to serve as an ex officio member of the Board of Directors without voting powers. The President of the pARTners of the Center for the Arts shall serve as an ex officio member of the Board of Directors with full voting powers and shall serve as a member of the Board's committee or committees charged with strategic resource development. The President Elect of the Partners shall serve as a member of the Board and its strategic resource development committee without voting powers.

5. Resignation, Removal. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Directors may be removed at any meeting of the Board of Directors, with or without cause, by a vote of the majority of Directors other than the Director with respect to whom such vote is taken.

6. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled by the Directors then serving, although less than a quorum, by affirmative vote of the majority. Any Director so elected shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or his or her earlier death, resignation, or removal.

7. Compensation. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board and for special services rendered by any Director.

ARTICLE VIII -- MEETINGS

1. Annual Meeting. An annual meeting of the Board of Directors for the purposes of electing officers and conducting any other business shall be held at a time and place set by the Board of Directors, and notice of this meeting need not be given.

2. Special Meetings. The Board of Directors may, by resolution, establish a time and place for additional regular meetings which thereafter may be held without giving notice. Special meetings may be called by resolution of the Board of Directors or by the President or the Executive Director and must be called upon written request of at least one third of the members, who shall have stated in writing to the Board of Directors the purpose of such a meeting. Notice of any such special meeting must be given as provided in Section 3.

3. Notice. Whenever notice is required to be given, the notice shall be given to each Director at least ten (10) days before the time of the meeting, stating the date, time, and place of the meeting. Notice may be given orally to the Director, personally or by

telephone or other wire or wireless communication. Notice may also be given in writing by telegraph, teletype, facsimile, electronic mail, mail, or private carrier.

4. Waiver. A waiver of notice signed by a director, whether before, at, or after a meeting of the Board of Directors, shall be equivalent to the giving of notice to that director. By attending or participating in a special meeting, a director waives any required notice of such meeting unless the director, at the beginning of the meeting, expressly objects to the holding of the meeting or the transaction of business at the meeting on the grounds that the meeting has not been lawfully called.

5. Quorum. At meetings of the Board of Directors, a majority of the Board members shall constitute a quorum for the transaction of business. Any Director may participate in the annual meeting or special meetings by, or conduct the meeting through, the use of any means of communication by which all Directors participating may hear and communicate with all other Directors present.

6. Voting. At a meeting at which a quorum is present, a simple majority affirmative vote of the Directors voting is required to pass a motion before the Board. The President may elect to vote or abstain.

7. Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation. Such consent may be executed in counterparts and shall be effective when the last signature is obtained.

8. Roberts' Rules of Order. *Roberts' Rules of Order*, in its most recent edition, will be the authority for all questions of procedure at any meeting of the Corporation.

ARTICLE IX – Officers

1. Number and Titles. The officers of the Corporation shall be a President, President-Elect, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The same person may simultaneously hold more than one office.

2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors from its members. The President and President-Elect shall hold office for a two-year term. Other officers shall hold office for one year or until their successors are elected.

3. President. The President shall preside at all meetings of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.

4. President-Elect. At the request of the President, or in the event of the President's absence or disability, the President-Elect shall perform the duties and possess the powers of the President; and to the extent authorized by law, the President-Elect shall have such other powers and duties as the Board of Directors may assign.

5. Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

6. Treasurer. The Treasurer shall have general responsibility for the funds of the corporation, including providing oversight to: the keeping of the financial records of the Corporation, the preparing of the budget, the reporting of the financial status of the Corporation at each Board meeting, and the making financial information available to Board members and the public.

7. Vacancy. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

8. Emeritus. An Emeritus Board Member is defined as a founding board member, not voting but who continues to support the CFTA by fundraising, acting as an advisor, and lending his or her name and support to the mission of the CFTA.

9. Sustaining. A Sustaining Board Member is defined as a past board member who is no longer required to attend meetings, does not vote on issues, can participate in any ad hoc committee as requested, and continues to support the mission of the CFTA.

ARTICLE X -- Executive Director

1. Chief Executive Officer. The Executive Director, subject to the control of the Board of Directors, shall be the chief executive officer of the Corporation and shall supervise and have general and active control of the business and affairs of the Corporation. The Executive Director shall be entitled to call a meeting of the Board of Directors. He or she may sign any deeds, mortgages, leases, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws or statute, to some other officer or agent of the Corporation. The Executive Director is responsible for the hiring, evaluation and termination, if required, of any

employees of the Corporation other than the Executive Director position, which is the responsibility of the Board of Directors.

2. Board Membership. The Executive Director shall serve as an *ex officio* member of the Board of Directors without voting power.

ARTICLE XI – Committees

1. Executive Committee. The Executive Committee, a standing committee of the Board of Directors, shall consist of the officers of the Corporation as described in Article VII, the immediate Past President, and two or more Directors appointed by the President for a one-year term. The President will chair the Executive Committee, which will have full authority to act for the Board in managing the affairs of the Corporation during the intervals between meetings of the Board. However, the Executive Committee shall not have authority to amend, alter, or repeal the Bylaws, elect or remove any Director or Officer of the Corporation, or approve the Corporation's annual budget. The Executive Committee will select Center representatives to serve on the Arts Alliance.

2. Human Resources Committee. The Human Resources Committee, a standing committee of the Board of Directors, shall be responsible for recruiting new Directors and persons to fill vacancies on the Board of Directors. The Committee shall submit in writing to the Board of Directors its recommendations for nomination of such persons prior to the next scheduled quarterly meeting of the Board or from time to time as needed to fill an interim vacancy. The Human Resources Committee shall also be responsible for recruiting and appointing Committee chairs and Committee members prior to the annual meeting of the Board. The Human Resources Committee of the Corporation shall be responsible for recruiting and soliciting names of potential Officers from the entire Board of Directors and submitting the names to the entire Board for vetting and voting on the Officers.

3. Other Committees. The Board of Directors may authorize the establishment of other standing committees or advisory boards as it deems appropriate from time to time and assign duties to them. The President may create ad hoc committees or task forces as needed and shall appoint the members of such committees or task forces.

4. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of

meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE XII -- Indemnification

1. Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

2. Indemnification of Directors and Officers. The Directors and officers of the corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Colorado.

3. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XIII – Limitations on Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XIV – Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

ARTICLE XV – Dissolution

In the event of the dissolution of The Center for the Arts and after the payment, or provision for payment, of all debts and liabilities of the Corporation, the Board of Directors in its sole discretion shall cause the net assets of the Corporation to be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Colorado.

ARTICLE XVI – Amendment

After ten (10) days written notice to each Director, the Board of Directors may alter, amend or repeal these Bylaws at any meeting of the Board of Directors. Bylaws amendments will be adopted at such a meeting upon receiving a two-thirds affirmative vote of the Directors voting on each amendment.

ARTICLE XVII – Construction

- 1. Severability.** These Bylaws shall be liberally construed so as to effectuate the intent expressed herein. The provisions shall be severable, and should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- 2. Colorado Revised Nonprofit Corporation Act.** The Corporation is formed and operates under the provisions of the Colorado Revised Nonprofit Corporation Act, CRS Title 7, Articles 121-137, effective July 1, 1998 and as may be amended from time to time.
- 3. Internal Revenue Code.** All references to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTED: September 11, 2003
AMENDED: September 8, 2005
AMENDED: June 21, 2007
AMENDED: December 11, 2008
AMENDED: March 12, 2009
AMENDED: June 11, 2009