

**BYLAWS**  
**OF**  
**CLARKSTON CULTURAL ARTS COUNCIL**

**ARTICLE I**  
**NAME AND PURPOSE**

SECTION 1. Name. The name of the organization shall be the Clarkston Cultural Arts Council. It is a nonprofit organization incorporated under the laws of the State of Michigan. The Clarkston Cultural Arts Council is referred to in these Bylaws as the "Corporation" and the "Organization."

SECTION 2. Purposes. The Corporation shall have the following purposes and limitations:

- A. Clarkston Cultural Arts Council is organized for exclusively charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including for such purposes, the making of distributions to organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Corporation will provide education in the arts to the community through a broad range of classes, seminars, and creative experiences, including presentations, exhibitions, events, collaborations, and other activities that nurture and advance art in all its aspects.
- B. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws to the contrary, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3).
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, except that the Corporation shall be authorized to pay to such persons and others reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 3. Term of Effectiveness. The Corporation is organized with the purpose of remaining a nonprofit corporation forever.

**ARTICLE II  
OFFICES**

The principal office of the Corporation in the State of Michigan shall be located in the County of Oakland. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE III  
POWERS**

SECTION 1. Powers. The Corporation shall have all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and these Bylaws. The management and policies of the Corporation, not otherwise provided for in these Bylaws, are under the direction of and vested in the Board of Directors.

**ARTICLE IV  
BOARD OF DIRECTORS**

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

SECTION 2. Size and Terms. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than five (5) or more than nine (9). The first Board of Directors after the establishment of the Corporation shall consist of nine (9) members, whose terms shall be staggered as follows: Four (4) directors elected upon creation of the Corporation shall be designated as serving a term consisting of the remainder of the then pending administrative year or until their respective successors have been elected and assume office; and five (5) directors elected upon creation of the Corporation shall be designated as serving a term consisting of the remainder of the then pending administrative year plus one (1) additional administrative year or until their respective successors have been elected and assume office. After expiration of the initial terms of the first Board of Directors described above, the terms of the directors shall be for two (2) administrative years or until their successors have been elected and assume office, such that the two (2) year terms are staggered. Each director shall hold office until his or her successor shall have been duly elected, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. The election of directors shall occur at the regular annual meeting in January of each year. No person may serve more than two (2) consecutive two-year terms on the Board of Directors and no more than a total of three (3) two-year terms.

SECTION 3. Regular Meetings. A "regular annual meeting" of the Board of Directors shall be held in January of each year, the day of which shall be called by the President or designated Chairperson. The Board of Directors may schedule additional regular meetings as often as is necessary to fulfill its responsibilities at such times and places as may be determined by action of the Board of Directors, or in the absence of a determination by the Board of Directors, then at a time and place determined by the President. Notice of the time and place for the holding of regular meetings shall be given as described in Section 5 of this Article.

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 person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any meeting shall be given at least ten (10) business days previous thereto by written notice delivered personally, mailed to each director at his business or personal address, or by electronic mail. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of all Board meetings shall also be provided to the Executive Director, if any, and all chairpersons of committees and principal officers of the Corporation.

SECTION 6. Quorum. A majority of the number of directors fixed pursuant to Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Attendance. Members of the Board of Directors may participate in and act at any meeting of the Board by means of conference telephone or other communications equipment if all persons participating in the meeting can hear and communicate with each other and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

SECTION 8. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 9. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, with the exception of those questions for which a greater proportion is specifically required in these Bylaws, by Michigan law, or the Rules of Order adopted under these Bylaws.

SECTION 10. Action Without a Meeting; Consent Votes. Any action required or permitted by the Act, the Articles of Incorporation or these Bylaws may be taken without a meeting, without prior notice and without a vote, upon the unanimous written consent of all voting members of the Board of Directors, and such action shall be considered the act of the Board of Directors. Such written consents may be provided by hard copy or electronic communication, and copies of same shall be filed with the minutes of the Board's proceedings.

SECTION 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors (even if less than a quorum of the Board

of Directors), unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

## **ARTICLE V OFFICERS**

SECTION I. Positions. The officers of the Corporation shall include a President, Vice-President, Treasurer and Secretary, each of whom shall be elected by the Board of Directors. An Executive Director and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The President (and Vice-President, if any) shall be a member of the Board of Directors. The Secretary and Treasurer may be members of the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary.

SECTION 2. Election and Term of Office. Unless otherwise stated in these Bylaws, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors in January of each year. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Vacancies. A vacancy in any office may be filled by the affirmative vote of a majority of the members of the Board of Directors, unless otherwise provided by law. An officer elected to fill a vacancy having a term of office shall be elected for the remaining term of his or her predecessor in office.

SECTION 4. President. The President shall be the principal executive officer of the Corporation. He or she shall, when present, preside as the chairperson at all meeting of the Board of Directors. He or she may sign any deeds, mortgages, 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. At the expiration of his term of office, from whatever cause, he or she shall deliver up all books, papers and moneys of the Corporation to his successor.

SECTION 5. Vice President. The Vice President shall perform such duties as may be assigned to him/her by the President or the Board of Directors. During any absence, inability or refusal of the President to perform some or all of his/her duties, the Vice President shall perform these duties and have in connection therewith the authority of the President.

SECTION 6. Secretary. The Secretary shall: (a) Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate resolutions and records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which

on behalf of the Corporation under its seal is required and duly authorized; (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by each such Director; and (e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. At the expiration of his or her term of office, from whatever cause, he or she shall deliver up all books, papers and moneys of the Corporation to his or her successor.

SECTION 7. Treasurer. The Treasurer shall be the custodian of all moneys belonging to the Corporation and shall hold all funds of the Corporation subject to the order of the Board of Directors or persons thereunto authorized by the Board of Directors. The Treasurer shall deposit the funds of the Corporation with such bank or banks as the Board of Directors may approve and designate. At each meeting of the Board of Directors, the Treasurer shall make a complete and correct report of his accounts and disclose the true financial condition of the Corporation. The Treasurer shall submit his or her books and accounts for audit when so requested by the Board of Directors. At the discretion of the Board, the Treasurer shall give bond, made by a duly authorized surety company, in such sum as may be required of him or her by the Board, conditioned for the proper accounting of all moneys and property coming into his or her hands by virtue of his or her office. The premium on such bond shall be paid by the Corporation. At the expiration of his or her term of office, from whatever cause, the Treasurer shall deliver up all books, papers and moneys of the Corporation to his or her successor.

SECTION 8. Executive Director. The Board may employ and fix the compensation of an Executive Director. The Executive Director shall not be a member of the Board and shall serve at the pleasure of the Board for no definite term of office. The Executive Director shall be the chief administrative officer of the Corporation.

- (a) Subject to the control of the Board of Directors, the Executive Director shall in general supervise and control all of the business, operations, and affairs of the Corporation in the manner authorized by law and these Bylaws.
- (b) Subject to the approval and direction of the Board and in coordination with the standing and any other committees, the Executive Director shall supervise and be responsible for implementing the policies of the Corporation in the manner authorized by law and these Bylaws.
- (c) The Executive Director shall attend the meetings of the Board, and shall render to the Board a regular report covering the activities, business affairs, and financial condition of the Corporation.
- (d) If the Executive Director is absent or disabled, the Board may designate a qualified person as Acting Executive Director to perform the duties of the office. The Acting Executive Director shall furnish the Board with information or reports governing the operation of the Corporation as the Board may require from time to time.
- (e) The Executive Director shall attend, participate in, and provide reports at the meetings of the Board of Directors, but shall not have a vote.

- (f) The Executive Director annually shall prepare and submit for the approval of the Board a budget for the operation of the Corporation for the ensuing fiscal year.

SECTION 9. Creative Director. The Board may employ and fix the compensation of a Creative Director. The Creative Director shall not be a member of the Board and shall serve at the pleasure of the Board for no definite term of office. Subject to the approval and direction of the Board and in coordination with the standing and any other committees, the Creative Director shall supervise and be responsible for implementing the programs, functions, exhibitions, events, and activities of the Corporation in the manner authorized by law and these Bylaws. The Creative Director shall attend, participate in, and provide reports at the meetings of the Board of Directors, but shall not have a vote.

Section 10. Executive and Creative Director. In the discretion of the Board of Directors, the offices of Executive Director and Creative Director can be held by one person.

SECTION 11. Employees. The Board shall have the power to engage and employ such manual, clerical, technical, financial and professional assistants, as in its judgment, may be necessary and incidental to carry out the purposes of the Corporation.

## **ARTICLE VI COMMITTEES**

SECTION 1. Establishment by Board of Directors. In addition to the standing and other committees identified in these Bylaws, the Board of Directors may establish such committees as may be necessary to successfully operate the Corporation.

SECTION 2. Establishment by President. The President also may establish such other committees as may be authorized by the Board of Directors or as the President may deem necessary.

SECTION 3. General Committee Duties. It shall be the function of all committees to prepare and carry out their program of work, make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board. No action by any member of any committee shall be binding upon or constitute an expression of the policy of the Corporation unless it has been first approved and ratified by the Board of Directors.

SECTION 4. Committee Appointments, Terms, Chairperson. Members of each committee, if any, shall be appointed by the President and shall consist of at least one member of the Board of Directors, whose terms shall run concurrent with their terms as a Director, as applicable. All other members of the Committee shall have terms running concurrent with the term of the President that appointed or re-appointed them. The chairperson of each committee shall be elected by majority vote of the membership of the committee and shall attend the meetings of the Board of Directors, but shall not have a vote on the Board of Directors unless that person is also a member of the Board of Directors.

SECTION 5. Membership Committee. There is hereby established a permanent standing committee to be known and referred to as the "Membership Committee," which shall have the following purposes: (1) formulating, organizing, and implementing (to the extent authorized by

the Board of Directors) a program by which persons can pay membership fees, participate directly in, and gain access to the resources, materials and special membership benefits to be identified and offered by the Corporation; (2) identifying potential candidates for memberships; and (3) identifying and, to the extent authorized by the Board of Directors, implementing methods to attract new memberships and retain existing memberships.

SECTION. 6. Program and Event Committee. There is hereby established a permanent standing committee to be known and referred to as the "Program and Event Committee," which shall have the purpose of organizing the programs and events for the Corporation's membership and the community at large, including classes, seminars, art exhibits and shows, fundraisers, collaborations, and other activities that are consistent with the purposes of the Corporation.

## **ARTICLE VII GENERAL**

SECTION 1. Election; Voting. All officers and directors shall be chosen by a voice or roll call vote. A majority of all votes cast shall be necessary for the election of an officer or other member of the Board of Directors.

SECTION 2. Compensation. No director or officer other than the Executive Director, if any, and Creative Director, if any, shall for reason of his/her office receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Organization for duties other than as a director or officer.

SECTION 3. Removal. Any officer or director may be removed by a vote of two-thirds (2/3) of the members of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Non-discrimination. Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

## **ARTICLE VIII INDEMNITY**

The Corporation shall indemnify its directors, officers and others as provided in the Corporation's Articles of Incorporation.

## **ARTICLE IX CONFLICTS OF INTEREST**

SECTION I. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

## SECTION 2. Definitions.

2.1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

2.3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## SECTION 3. Procedures.

3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous



transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 3.4. Violations of the Conflicts of Interest Policy.

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists; and (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### SECTION 5. Compensation.

5.1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.

5.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4. The Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services to the Corporation in return for payment or compensation. In addition, all compensation decisions will be made by the Board of Directors.

5.5. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our Organization, and (f) the need of our Organization for the services of the particular individual.

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money in the name of the Corporation shall be signed by two of the following authorized officers of the Corporation: President, Treasurer, and Executive Director, except as may be otherwise provided by the Board. All notes or other evidences of indebtedness issued in the name of the Corporation,

shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, credit unions, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XI FISCAL MATTERS**

SECTION 1. Administrative-Fiscal Year. The administrative year and fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.

SECTION 2. Bonds. If directed by the Board of Directors, trust or surety bonds shall be furnished by the Treasurer and Secretary and such other officer or committee chairman as the Board of Directors shall designate. The amount of such bond shall be determined by the Board of Directors. The cost of such bond shall be paid by the Corporation.

SECTION 3. Annual Operating Budget. The Board of Directors shall adopt in advance of each fiscal year an annual operating budget covering all activities of the Corporation.

SECTION 4. Invoices. The Treasurer together with the one other officer of the Corporation (who is not the same person as the Treasurer) shall approve all invoices and vouchers for the expenditure of funds of the Corporation prior to payment, except as may be otherwise provided by the Board of Directors.

SECTION 5. Audits. In addition to any other audits or accountings required by the Code or IRS regulations in order to maintain the Corporation's tax exempt status, the accounts of the Corporation may be audited by a committee appointed by the President or the Board of Directors, and a written report of any such audit shall be made to the Board of Directors.

SECTION 6. Tax Exempt. This Corporation is exempt from the payment of federal income tax under the provisions of Section 501(c)(3) of the Code.

## **ARTICLE XII CORPORATE SEAL, EMBLEM & OTHER INSIGNIA**

SECTION 1. Corporate Seal. The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

SECTION 2. Emblem. An emblem, motto, creed and/or other insignia of the Corporation may from time to time be adopted by the Board of Directors.

SECTION 3. Misuse. Any motto, emblem, covenant, creed, seal, insignia or membership card of the Corporation shall not be used for purposes other than those authorized by the Board of Directors.

**ARTICLE XIII  
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nonprofit Corporation Act, a waiver thereof reflected in approved minutes or resolutions of a meeting of the Board of Directors or otherwise given in writing that has been signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the elected members of the Board of Directors.

These Bylaws were adopted by the  
Incorporator of Clarkston Cultural  
Arts Council on \_\_\_\_\_, 2016:

\_\_\_\_\_  
\_\_\_\_\_, Incorporator

These Bylaws were ratified by the  
Board of Directors of Clarkston Cultural  
Arts Council on \_\_\_\_\_, 2016:

\_\_\_\_\_  
\_\_\_\_\_, Secretary