

Bylaws Of Garden City Ballet Company Of Montana

Amended And Approved June 2018

TAX ID #: 81-0427899

ARTICLE I

The name of the Corporation is Garden City Ballet Company of Montana (also known as Garden City Ballet and GCB). The Corporation may have offices within the State of Montana as the Board of Directors designates from time to time, or may operate with no official administrative office or address. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

- (a) Providing high quality performance opportunities to all local ballet dancers
- (b) Nurturing the growth of local ballet dancers through an ongoing scholarship program, educational field trips, and/or workshops
- (c) Sharing high quality dance performances with the Missoula community and beyond
- (d) Sponsoring performances for school children in Missoula and the surrounding rural areas

ARTICLE III

Membership

1. The Corporation shall have no members.

ARTICLE IV

Board of Directors

1. Election. The Corporation shall initially designate a Board of Directors. Directors shall be self-perpetuating and the Board members shall elect their own successors during any Board meeting.

2. Term of Office. Directors shall serve for a term of two (2) years. Directors may serve for as many consecutive terms as they are willing, provided each consecutive term is voted on and approved by the majority of the Board.

3. Number. The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be fewer than three (3). There is no maximum number of Directors. Non-voting Directors (ex-officio advisors) may also be appointed by the Board to serve in an advisory role.

4. Qualifications. To serve as a Director, an individual would ideally have prior experience serving on a nonprofit board, general business or entrepreneurial experience, and shall have a desire to pay it forward with what they have, know, or have access to.

5. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Montana, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

6. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors. Board members shall try to attend at least 80% of all meetings, especially January and February.

7. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

8. Meetings. Directors may meet weekly, monthly and/or each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meetings shall be noticed in writing (electronically) or by phone call. The minimum number of meetings shall be four (4) per year. The order of business at any meeting of the Board shall be outlined in an agenda distributed prior to the meeting.

9. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement.

10. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

11. Vacancy. Any vacancy occurring in the Board of Directors (and any Directorship to be filled by reason of an increase in the number of Directors) shall be filled by majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term,

or until the next annual meeting. A Director may resign by delivering a written resignation to the Board. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

12. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

13. Compensation. Directors in general shall receive no compensation for their service as Directors, with the following exceptions: a) any Director may be reimbursed for purchases related to official GCB business (providing the Director has proof of purchase in the form of an original receipt, and providing that the total reimbursable expense does not exceed \$100 in any calendar year without prior approval of the board); and b) any Director may be contracted for paid work at the discretion and approval of the majority of the Board.

## ARTICLE V

### Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. One person may hold more than one office.

2. Election and Term. Officers of the Corporation shall be reelected annually by the Board of Directors, and shall serve for one year or until a qualified replacement is elected.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation generally shall not receive any compensation unless otherwise determined by the Board under Article IV, Section 13.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, ensure the location and safe-keeping of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, oversee and monitor the deposit of funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. The fiscal year of the Corporation shall begin July 1 and end on midnight on June 30 of the calendar year.

#### Committees

1. Designation. The Board of Directors may establish committees when deemed necessary by a majority of the Board, such as, but not limited to: Backstage, Cast Party, Concessions, Costumes, Donor Fundraising, Dressing Rooms, Flowers, Performance Fee Fundraiser, Scenery, School Show, Sign Up, Tickets, and Ushers. Committee members are volunteers and will receive no compensation unless voted on and approved by the Board.

2. Committee membership. Each committee may or may not include a member of the Board of Directors.

3. Committee members will carry forth and reflect the mission of Garden City Ballet. At any regular or special meeting, any committee member may be removed by majority vote of the Board of Directors for conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any committee member proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

#### Staff / Independent Contractors

1. The Board of Directors shall contract with paid or volunteer staff or third party independent contractors to carry out the work of the Corporation. Any person may be hired with the majority vote of the Board, including but not limited to: Executive Director, Administrative Director, Artistic Director, Assistant to the Director, Producing Director, Costume Designer, Costume Mistress, Stage Manager, Assistant Stage Manager, Choreographer, Guest Artist, Lighting Director, Photographer, Videographer, and Scenic Designer. All independent contractors must hold a valid Independent Contractor Exemption Certificate (ICEC) from the state of Montana, or show proof of Worker's Compensation insurance.

2. Such persons will be hired as needed and will not have voting rights on the Board of Directors.

## ARTICLE VI

### Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986,

or the corresponding provision of any future federal law.

## ARTICLE VII

### Contracts, Checks, Deposits, Gifts and Loans

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
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 designate.
4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

## ARTICLE VIII

### Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## ARTICLE IX

### Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of race, color, religion, national origin, sex, age, marital status, sexual orientation, disability, political affiliation, personal appearance, family responsibilities, matriculation or any other characteristic protected under federal, state or local law.

ARTICLE X

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote. Adoption of Bylaws (and Appendix A. Conflict of Interest Policy) by the Board of Directors by resolution and vote of all directors on the date below:

\_\_\_\_\_ [Signature] \_\_\_\_\_ Date

Barbra West, President

\_\_\_\_\_ [Signature] \_\_\_\_\_ Date

Jessica Murray, Secretary

\_\_\_\_\_ [Signature] \_\_\_\_\_ Date

Deborah Gass, Treasurer

## **Appendix A. Conflict of Interest Policy**

### **Article I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Garden City Ballet) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 applicable to nonprofit and charitable organizations.

### **Article II**

#### **Definitions**

##### **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. 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
- c.** 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. 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 Article III, Section 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.

### **Article III**

#### **Procedures**

## **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.

## **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. 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.

## **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.

## **Article IV**

### **Records of 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 was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- 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.

## **Article V**

### **Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** 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.
- c.** 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.

## **Article VI**

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall be asked to affirm he or she:

- 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 that accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **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, an annual review shall be conducted. The review shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information.

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.

## **Article VIII**

### **Use of Outside Experts**

When conducting the annual review as provided for in Article VII, 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 annual reviews are conducted.