

MIDDLETOWN FINE ARTS CENTER
(dba Middletown Arts Center)

Incorporated in the State of Ohio on February 9, 1971

GUIDING PROPOSITIONS

(Revised August 18, 2020)

Our Mission

Our mission is to enrich our community by creating opportunities for artistic expression through learning and appreciation.

Our Purpose

We will partner with communities in our artistic endeavors to provide a welcoming, stimulating and diverse learning environment with professional facilities, artists, classes, exhibits and workshops.

Our Vision

We will be the leading art education center within our served area, which is within a 50-mile radius of Middletown. While maintaining our diverse curriculum, we will grow by: a) increasing our community recognition by establishing a greater public presence and creating opportunities to broadcast our purpose, b) expanding our services to address our patrons' unmet needs, including after-school youth programs, student mentoring, and partnering with public schools to complement their art programs, c) extending our resources by integrating more volunteers into our programs and operations, and d) becoming financially secure by increasing student enrollment; by increasing revenues from sponsorships, grants and donors; and by increasing public participation in our community events.

Our Value

The Middletown Arts Center serves its patrons and the community by providing educational opportunities in a professional learning environment diversified for all abilities and skill levels, and is welcoming to all individuals interested in the arts.

General Policies

(Revised August, 2020)

1. The Middletown Fine Arts Center, doing business as and hereinafter referred to as the Middletown Arts Center and MAC, was established to meet the needs of the community and surrounding area in the visual arts.
2. The Executive Committee reserves the right to act upon any policy used by any group sponsoring an event at the Center. The high standards of the Center are to be always observed.
3. Expenses incurred by office or staff members for travel and entertainment pertaining to MAC are to be presented to the Treasurer for approval.
4. The President and Executive Director shall be permitted to spend \$300.00 at their discretion without Board approval for emergency expenditures.
5. All Board Members are required to be MAC members(\$30+), and participate in all fundraisers/exhibits.
6. Board Members will be allowed two unexcused absences per fiscal year from Board Meetings per Article II, Section 3.
7. Financial records shall be kept a minimum of 5 years.
8. Immediate family members of office staff or Board Members may not be hired by MAC, unless specifically approved by the Board of Governors.
9. Commission on all sales of artwork displayed at the Center will be 30%.
10. Full-time paid personnel of MAC may take classes after 5:00 p.m. free of charge, except for materials.
11. All students of the Center must be members of the Middletown Arts Center.
12. Any member may use the facility when classes are not in session.
13. Scholarships will be granted by the Scholarship Committee in accordance with the qualifications and policies required of applicants.

14. It shall be the practice of the Board of Governors to duly recognize any Board Member, instructor or staff member if they are hospitalized or upon the death of an immediate family member or upon sickness or death of a volunteer's family member.
15. All exhibit items with title cards and prices will be open for viewing for the first time at a Middletown Arts Center's opening. No exhibit piece will be sold prior to the opening of the exhibit. The day of the reception may not always be the day of the opening.

POLICIES

(Revised June 1, 2008)

The purposes of this corporation are as follows:

Exclusively for charitable and educational purposes, to further the artistic education and culture of the people of within the greater Middletown area and visitors and to that end maintain and support schools of art, art museums and conduct other similar activities in connection with the fine arts; to provide an art workshop center designed for the needs, interests and talents of its students with special emphasis on the development of their creative abilities and talents, and generally provide a cultural arts center. In furtherance of said purposes or any of them to acquire by deed, devise, gift, bequest, purchase or otherwise real and personal property and to hold, invest, reinvest, manage and dispose of the same; and to do any and all things necessary or incident to carry out such purposes. Provided, however, that no part of the net earnings or assets of this corporation shall inure to the benefit of any private member or individual; and further, provided that no substantial part of the activities of said corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Provided, however, no distribution shall be made to any organization that does not at the time qualify for exemption under 501 (c) (3) of the Internal Revenue Code.

Article I

Members

(Revised August, 2020)

Section 1, Qualifications for Members: The Board of Governors shall affirm the qualifications for membership in the Middletown Arts Center for each membership year based upon recommendations by the Governance Committee and the Executive Director and will include:

- a. Instructors of classes for which a fee is charged during the membership year.
- b. Persons, corporations, or groups who have paid a membership fee for the current membership year,
- c. The membership year shall begin October 1 and end September 30.
- d. All individual voting members of this corporation must be at least 18 years of age.

Section 2, Annual Meetings: The annual meeting of the Members of this corporation shall be held at such a time and place as the Executive Committee may designate on a date not more than three months after the end of each fiscal year of this corporation. Notice of the time and place when such annual meeting shall be held shall be given by one publication in a news outlet of general circulation in the city of Middletown made not less than four days before the meeting and by mailing (or by electronic mail as the board member prefers) of the same to members of the Board of Governors at least seven days before the meeting.

Section 3, Special Meetings: Special meetings of the Members may be called by any Officer, the Board of Governors or the Executive Committee acting at a meeting, or a majority of the Governors acting without a meeting, or by any ten (10) Members, by written notice, given at least four days before the date of any such meeting, to each Member by postal and/or electronic mail, at his address as it appears on the records of this corporation or by publication once at least four days before the date of such meeting in a newspaper having general circulation within the greater area of Middletown, Ohio.

Section 4, Quorum: The Members present shall constitute a quorum at all meetings, except as otherwise provided by the statutes of Ohio.

Section 5, Voting Rights: Each Member shall be entitled to one vote at any meeting and such vote may be cast in person or by proxy.

Article II
Board of Governors
(Revised August, 2020)

Section 1, Duties: The corporate powers, property and affairs of this corporation, subject to the limitations contained in the statutes of Ohio, the Articles of Incorporation or Regulations, shall be exercised, conducted and controlled by the Board of Governors, which under Ohio law is its Board of Trustees.

Section 2, Performance: Each board member is expected to actively support the Center and its mission and must minimally maintain membership status in MAC, and is required to be an active member in at least one standing committee.

Section 3, Attendance: Each board member must contact the Center by phone, in writing or via e-mail if he/she cannot attend a scheduled meeting. If a board member does not notify the Center and is not in attendance, it is considered an unexcused absence. The President or a designated representative, when directed by the action of the Board, shall contact any Board member having two (2) unexcused absences per fiscal year (July - June) to ascertain his/her capacity to continue as a Board member and, if personal circumstances prevent such, encourage the member to tender a written resignation.

Section 4, Number: The Board of Governors shall consist of not less than fifteen (15) nor a maximum of twenty one (21) Middletown Arts Center members. The appropriate number of Board Members will be determined by the Governance Committee at any annual or special meeting of the Board of Governors.

Section 5, Elections: Governors shall be elected by a plurality of the votes cast at the annual meeting of the Members. Each member of the Board of Governors shall be elected to three year terms. Shorter terms are permitted only by appointment to fill vacancies as provided herein. The terms of office of members of the Board of Governors shall begin immediately upon election.

Section 6, Vacancies: Any vacancies in the Board of Governors caused by the resignation, disability, removal or disqualification of a Governor shall be filled for the until the next annual meeting upon the recommendation of the Governance Committee and by appointment of the President of the Board of Governors.

Section 7, Annual Meeting: The annual meeting of the Board of Governors shall be held immediately following the annual meeting of the Members. No notice of such annual meeting shall be required and any business may be transacted at any annual meeting.

Section 8, Special Meetings: Special meetings of the Board of Governors may be called from time to time by order of an Officer of this corporation who is a member of the Board of Governors. Upon the written request of any two or more Governors, the Secretary shall call a special meeting of the Board of Governors.

Section 9, Notice of Meetings: Notice of special meetings of the Board of Governors, stating the date, place and the purpose thereof, shall be given by mailing the same to each Governor on the second day preceding the day of the meeting, or by delivering the same to him/her personally or telephoning or electronic mailing (e-mail) the same to him/her on or before the day preceding the day of the meeting.

Notices mailed shall be addressed to each Governor at his last known residence or business address.

Section 10, Quorum: Except as otherwise provided by law, 1/3 of the number of Governors shall constitute a quorum for the transaction of all business, but less than a quorum may adjourn any meeting, and the meeting may be held as adjourned without further notice. No resolution shall be adopted unless the number of Governors constituting a quorum shall vote in favor of the same.

Section 11, Waiver of Notice: Notice of the time, place and purposes of any meeting of the Board of Governors may be waived by the written assent of every Governor, filed with or entered upon the records of the Board of Governors, either before or after the holding thereof.

Section 12, Limitation on Management by Governors: In the management and control of the property and affairs of the corporation pursuant to the powers granted to the Governors by the General Corporation Act of Ohio, the Governors shall at all times fully comply with the provisions of Section 501 (c) (3) of the Internal Revenue Code as now in effect or as hereafter amended so as at all times to retain the exemption of the corporation from Federal income taxes and retain its character as a charitable organization, contributions to which are allowable as a deduction under Section 170 (c) (2), as now in effect or as hereafter amended, and any other similar or applicable provisions of the Internal Revenue Code which may hereafter be enacted, and the Governors shall also conduct the affairs of this corporation so that at all times it will qualify as an organization to which Ohio Corporations can make gifts under the provisions of Sections 1701.13 and 1702.12 of the Ohio Revised Code as now in effect or hereafter amended, and any other similar or applicable provisions of the law in Ohio hereafter enacted.

Section 13, Honorary Governors: An individual, after nine or more years of active distinguished service to the organization, may be elected to the position of Honorary Governor by a 2/3 positive vote of the Board of Governors after recommendation by the Governance Committee. The maximum number at any time shall not exceed six (6). An Honorary Governor may attend Board of Governors Meetings and participate in discussions, but will not have a vote and will not be counted in establishing a quorum per Article II, Section 13.

Article III Officers

Section 1, Names and Designation: The Board of Governors, as soon as may be practical after the election of the Governors in each year, shall elect one of their number President of the Board, shall elect a Vice President, a Secretary and a Treasurer. They may add or employ additional Assistant Directors, Assistant Treasurers, an Executive Director and such additional agents and employees as they may deem proper.

Section 2, Terms of Office: The terms of office of the Officers shall begin immediately upon their election and shall run until after the next annual meeting of the Board of Governors, and until their successors are qualified and take office.

Section 3, Removal: Any Officer may be removed, either for or without cause, by the affirmative vote of 1/3 of the Governors then in office, at any special meeting of the Board called for that purpose or at any regular meeting of the Board.

Section 4, Vacancies: Vacancies in any office of the corporation may be filled for the unexpired term by the Executive Committee based upon recommendations of the Governance Committee at any special meeting called for that purpose or at any regular meeting of the Executive Committee.

Section 5, Duties of the President: The President shall be the chief executive officer of this corporation

and shall exercise general supervision over the activities and affairs of this corporation, over its Vice President, Secretaries, and Treasurers, subject to the control of the Board of Governors. He shall preside over the meetings of the Members and Governors and the Executive Committee and be responsible for seeing that its duties are carried out. He shall be an ex officio member of all committees appointed by the Board of Governors, except the *Governance Committee*, and shall have such powers and duties as the Board of Governors may from time to time assign to him.

Section 6, Duties of the Vice President: It shall be the duty of the Vice President to perform all the duties of the President, in case of the latter's absence or disability, and such other duties as may be assigned by the Board of Governors or the President. The Vice President may succeed the President of the Board of Governors when the current President's term expires.

Section 7, Duties of the Secretary: It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of meetings of Members and Governors, and of the Executive Committee, and to give all notices required by law, and by Members and Governors. On expiration of his/her term in office, he/she shall deliver all books, papers and property of this corporation in his/her hands to his successor or to the President and in general, he shall perform all duties usually pertaining to the office and those which may be assigned to him by the Board of Governors, or the President.

Section 8, Duties of the Treasurer: The Treasurer shall be responsible for receiving and safely keeping all money and chooses in action belonging to this corporation, and disburse the same, under the direction of the Board of Governors, or the President. He shall keep accurate account of the finances of the corporation in books especially to be provided to him for that purpose and to discharge such other duties that may be assigned to him by the Board of Governors or the President.

Article IV Committees (Revised June, 2012)

Section 1, Executive Committee: The Executive Committee shall be comprised of the officers of the corporation, the Executive Director, Committee Chairpersons and other members of the corporation to be appointed by the President. Its duties shall be to have charge of the management of the business and affairs of the corporation, including the planning and provision of program, employment and administration of personnel, development and administration of budgets, and other duties which may be delegated by the Board of Governors. It shall report to the Board of Governors and carry out such management with such policies as the Board may formulate from time to time. Unless specifically authorized by the Board, it may not incur debts, except for budgeted current expenses, substantially move the premises of the Center, nor shall it acquire, sell or encumber real estate.

Section 2, Governance Committee: The Governance Committee shall consist of no less than two Board Members, including a Chair, and shall be responsible for all matters related to consistent performance by the Executive Director and the Board of Governors, ensure cohesive and ethical policies in accordance with the Code of Regulations and related documents, monitoring the performance of Board Members with respect to adhering to the Center's mission and vision, initiate the process of dismissing non-performing Board Members and prospecting for new Board Members. Specific responsibilities shall include but not be limited to:

- a) Clearly defining the purpose of the organization and establishing realistic goals and objectives consistent with that mission in a defined time frame within the organization's capacity for implementation.
- b) Communicate those goals and objectives to the organization's constituents.
- c) Ensure the most effective use is made of the organization's resources by focusing the resources on

the key priorities.

- d) Provide a base from which progress can be measured and establish a mechanism for informed change when needed.
- e) Build a consensus about the future position of the organization.
- f) Periodically review all of the Center's policies and regulations, and develop appropriate recommendation to the Board for adoption as needed.
- g) Develop and recommend to the Board procedures and criteria for selecting nominees to the Board and to endeavor that the proper balance of skills and experience are represented on the Board.
- h) Identify and recruit individuals qualified to become Board members and recommend candidates to the Board of Governors for election or to fill vacancies needed to meet the minimum number of Board members or to meet other requirements.
- i) Develop a process for assessing the Board's performance and make recommendations regarding its size, composition and operations.
- j) Present to the annual meeting of the Board of Governors, following the annual membership meeting, nominations for Officers of the corporation as outlined in Article III, Section 1, and Honorary Governors as outlined in Article II, Section 13.
- k) Meets monthly with the Executive Director.

Section 3, Development (Special Events/Fundraising) Committee: The Special Events Committee shall be comprised of a Staff Chair (Development Director) and volunteer members of the Board and the Center, and is generally responsible for designing and implementing specific fundraising programs while coordinating such activities with the Center's designated development professional. Specific responsibilities shall include but not be limited to:

- a) Budget an annual amount for the purpose of developing a variety of special events.
- b) Develop specific event themes to attract participants.
- c) Identify and cultivate Donors & Sponsors.
- d) Plan events that contribute to the Center's image as a premier art organization.
- e) Coordinating and motivating Board participation in fundraising activities.
- f) Discusses plans with the Board and reports on event results.
- g) Research possible grant opportunities and work with the Executive Director or other designated individuals, the implementation of grant writing.
- h) Meets monthly with the Executive Director

Section 4, Marketing Committee: The Marketing Committee, along with the Executive Director and the entire Board shall be responsible for but not limited for:

- a) Establishing long-range goals for the Center in regard to its general health and future viability within the community, and establishing with the Board possible ways to achieve goals.
- b) Developing within the business community potential sponsorships for activities.
- c) Research possible grant opportunities and work with the Executive Director, or other designated individuals, the implementation of grant writing.
- d) Research potential areas for promoting the Center and its programs.
- e) Develop appropriate advertising and promotion materials, including press releases.
- f) Promote and maintain the Center's awareness in the community.
- g) Meets monthly with the Executive Director.

Section 5, Exhibits Committee: The Exhibits Committee shall work jointly with the Executive Director and shall be responsible for but not limited to:

- a) Scheduling a variety of exhibitions for the Exhibition Hall and the Gallery, working at a minimum one year ahead of the current calendar year.

- b) Approving all artwork displayed in the exhibition hall and the gallery must be approved by the Exhibit Committee.
- c) Recruiting a chairperson(s) for each Exhibition Hall exhibit. The designated chairperson will be responsible for arranging for installation and removal of exhibit, including lighting; arranging, when necessary, for individuals to accept work and entry fee; arranging, when necessary, for judge; any necessary glass cleaning of artwork; making arrangements for receptions, including necessary food and table arrangements; and post-exhibit cleanup.
- d) Arranging for the hanging of gallery exhibits.
- e) Preparing necessary reports for the Center's Annual Report.
- f) Coordinating the preparation of invitations, programs and show cards with office staff and the Marketing Committee.
- g) Meets monthly with the Executive Director.

Section 6, Facilities Committee: The Facilities Committee and the Executive Director shall be jointly responsible for but not limited to the following responsibilities:

- a) Overseeing building and equipment operations and maintenance.
- b) Responding in a timely manner to requests for service and/or assistance from staff and officers.
- c) Reviewing requests for new equipment or major building needs, determine the most cost effective manner of fulfilling need, and bring before the Board. After approval, make any necessary arrangements for completion of work.
- d) Preparing, with the Treasurer and Executive Director, annual budget recommendations.
- e) Preparing necessary reports for the Center's Annual Report.
- f) Meets monthly with the Executive Director.

Section 7, Programs and Scholarships Committee: The Programs and Scholarship Committee, in which scholarship activities can be managed by a subcommittee at the President's discretion, along with the Staff Chair's committee and the Executive Director, will be responsible for but not limited to the following responsibilities:

- a) Periodically review the Center's tuition structure in comparison with similar organizations in the area and recommend to the Board needed changes.
- b) At the recommendation of the Executive Director, consider increases in instructor's remuneration.
- c) Bring before the Board recommendations for significant equipment purchases or repair concerns.
- d) Bring to the attention of the Facilities Committee Chair structural needs or repairs within the classrooms.
- e) Review the school registration policies and bring before the Board needed changes.
- f) Work with the Executive Director in the development of new classes and instructors.
- g) Note trends in class registration and report such to the Board.
- h) Assist the Executive Director in locating needed subjects for classes as needed.
- i) Identify and qualify by interviewing candidates for scholarships based upon financial need and other relevant factors, request grant monies and oversee disbursements of scholarship funds.
- j) Prepare, with the Treasurer and Executive Director, an annual school budget.
- k) Prepare necessary reports for Annual Report.
- l) Meets monthly with the Executive Director.
- m) Lead Enrollment Committee, a subcommittee of the above.

Section 8, Workshops Committee: The Workshops Committee, along with the Executive Director, will be responsible for but not limited to the following responsibilities:

- a) Schedule major workshops one (1) to two (2) years in advance.
- b) Scheduling minor workshops which may be deemed profitable or of other value to the Center.
- c) Plan, organize and conduct the bi-annual Skinner Lecture.
- d) After determining costs involved with a workshop, establishing the tuition to be charged.

- e) Assist the Executive Director with fulfilling workshop requirements, including equipment, setup, models, transportation for instructor(s) if needed, and work with the Treasurer and Executive Director to develop an annual workshop budget.
- f) Prepare necessary reports for the Center's Annual Report.
- g) Meets monthly with the Executive Director.

Section 9, Executive Director Review Committee: This committee shall consist of the immediate President (chair), past President (if this person left the Board at the annual meeting that year), Vice-President, Treasurer and the Governance Committee Chair. It is responsible for conducting the Executive Director's annual performance and compensation review, including the Executive Director's Incentive Bonus Plan. The review process shall comply with the Executive Director Review Process approved by the Board and maintained by the Executive Director Review Committee. Unless modified by the Board of Governors, the responsibilities of this committee are limited to:

- a) Reviewing achievements of the past year and judging the extent to which the Executive Director and staff have been successful in meeting the Board's expectations. By necessity, this is a subjective process and one that requires superb communication among all parties. To be effective it depends on a relationship based on mutual confidence and trust.
- b) Fairly evaluating the current Executive Director's personal performance relative to the work being done, ways it could be improved, goals to consider or requirements to be set, establishing specific agreement or disagreement on performance and other work-related issues, and identifying possible results or ramifications of the review.
- c) Administers a preliminary confidential "report card" evaluation from all Board members and an Executive Director's self-evaluation from which to base the annual performance review.
- d) Conducts the confidential performance review with the Executive Director and prepares a summary report for the Executive Committee and the Executive Director, which includes recommendations regarding compensation changes.
- e) Concludes the performance review and prepares a summary report to the Board within two weeks prior to the Annual Meeting.
- f) Maintains a confidential file on the annual review.

Section 10, Other Committees: The Board shall have the power to create from time to time such committees, standing or special, as it shall deem best to consist of such Members and to delegate to them such powers and authority as it shall deem proper, and to revoke their appointment or restrict or modify their powers.

Article V Miscellaneous

Section 1, Fiscal Year: The Fiscal Year of this corporation shall end June 30 of each calendar year.

Section 2, Distribution: Upon dissolution of the corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Governors shall determine.

Section 3, Amendments: These Regulations may be amended, supplemented or repealed, or new Regulations may be adopted by the affirmative vote of a majority of the members present at any meeting of the Members, provided notice of the proposed change is given in the notice of the meeting.

