

**MIDDLETOWN FINE ARTS CENTER**  
**(dba Middletown Arts Center)**

Incorporated in the State of Ohio on February 9, 1971

**CODE OF REGULATIONS**  
**(FORMERLY GUIDING PROPOSITIONS)**

(Revised December 2021)

**Our Mission**

The Middletown Arts Center's (MAC) mission is to enrich our community by fostering creative expression through education, exhibition and collaboration.

**Our Vision**

- To make the MAC the leading community arts center in our region.
- To establish diverse and comprehensive art instruction that provides for the expressive needs of youth and adult artists, whether novice or accomplished.
- To present vibrant and innovative exhibitions that challenge, inform and expand horizons.
- To reach out and address unmet creative needs and realize the artistic potential in our community.

**Our Purpose**

The purposes of the MAC are charitable and educational, to further the artistic education and culture of the greater Middletown area, and to that end maintain and support a school of art, art galleries, and conduct similar activities in 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.

**General Policies**

(Revised March 2022)

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 President and Executive Director shall be permitted to spend \$1,000.00 at their discretion without Board approval for emergency expenditures.
3. All Board Members are required to be MAC members and are strongly encouraged to participate in fundraisers and exhibits.
4. Financial records shall be kept a minimum of 5 years.
5. Immediate family members of office staff or Board Members may not be hired by MAC, unless specifically approved by the Board of Governors.
6. Commission on all sales of artwork displayed at the Center will be 30%. 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.

7. Employees of the MAC may take classes free of charge, except for materials, as approved by the Executive Director.
8. All students of the MAC must be members of the Middletown Arts Center.
9. Any member may use unrestricted studio space in the facility when classes are not in session as approved by the Executive Director.

**Article I**  
**Members**  
(Revised March 2022)

Section 1, Qualifications for Members: The Board of Governors shall establish criteria for membership in the Middletown Arts Center for each membership year based upon recommendations by the Executive 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 January 1 and end December 31.
- d. All individual voting members of this corporation must be at least 18 years of age.
- e. All donors with annual contributions more than the membership fee shall be considered members for the fiscal year in which the donation was received.

Section 2, Annual Meetings: The annual meeting of the Members of this corporation shall be held at such a time and place as the Board of Governors 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 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 news outlet 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 March 2022)

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 expected to be an active member in at least one committee.

Section 3, Attendance: Each board member must contact the Center by phone, in writing, text 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 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 at least fifteen (15) nor more than twenty-one (21) Middletown Arts Center members. The appropriate number of Board Members will be recommended by the Governance Committee and determined by 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 period 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, Special Meetings: Special meetings of the Board of Governors may be called from time to time by order of the president of this corporation or upon the written request of any two or more Governors. Notice of special meetings of the Board of Governors, stating the date, place and the purpose thereof, shall be given by communicating 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 the last known residence or business address.

Section 8, Quorum: Except as otherwise provided by law, one-third 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 9, 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 10, 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 two-thirds positive vote of the Board of Governors after recommendation by the Governance Committee. 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** (Revised March 2022)

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 election of officers, 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 Board of Governors based upon recommendations of the Governance Committee at any special meeting called for that purpose or at any regular meeting of the Board of Governors.

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 and over officers subject to the control of the Board of Governors. The president 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. The president 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.

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. On expiration of his/her term in office, the secretary shall deliver all books, papers and property of this corporation in his/her hands to the successor or to the President or Executive Director and in general, shall

perform all duties usually pertaining to the office and those which may be assigned by the Board of Governors, or the President.

Section 8, Duties of the Treasurer: The Treasurer shall be responsible for supervision of the staff with respect to financial accounts and shall ensure that the conduct of financial affairs is compliant with policies established by the Board of Governors. The Treasurer shall prepare and present a budget for Board approval at the at the beginning of the fiscal year, shall report income and expenditures to the Board monthly and shall prepare and present a statement of financial assets quarterly. The Treasurer shall prepare an annual financial report at the end of each fiscal year. The Treasurer shall supervise preparation of tax returns and the preparation of independent audit reports as directed by the Board of Governors. The Treasurer shall discharge such other duties as assigned by the Board of Governors or President.

**Article IV**  
**Committees**  
(Revised March 2022)

Section 1, Executive Committee: The Executive Committee shall be comprised of the officers of the corporation, plus the Executive Director and other members of the corporation as needed 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, move the premises of the Center, nor shall it acquire, sell or encumber real estate. 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.

Section 2, Governance Committee: The Governance Committee shall consist of no less than two Board Members, including a Chair, and shall be responsible for recruiting new Board Members.

- a. 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.
- b. 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.
- c. Develop a process for assessing the Board's performance and make recommendations regarding its size, composition and operations.
- d. Present to 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.
- e. Provide the Board with regular committee updates.

Section 3, Development/Marketing Committee: The Development/Marketing Committee shall be comprised of a Chair, Executive Director and volunteer members of the Board or Membership as selected by the Chair, and is responsible for developing and implementing fundraising programs and marketing campaigns. Specific responsibilities shall include but not be limited to:

- a. Align development and marketing activities in concert with strategic plan and financial goals.
- b. Promote and maintain the Center's awareness in the community by planning events that contribute to the Center's image as a premier art organization.
- c. Identify and cultivate donors & sponsors.
- d. Develop within the business community potential sponsorships for activities.
- e. Review plans with the Board and report on event results.
- f. Coordinate and encourage Board participation in fundraising activities.
- g. Research potential areas for promoting the Center and its programs.
- h. Provide the Board with regular committee updates.

Section 4, 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.
- c. With the assistance of MAC staff, arranging for installation and removal of exhibits, including hanging; lighting; arranging, when necessary, for individuals to accept work and entry fee; arranging, when necessary, for judges; any necessary glass cleaning of artwork; planning for receptions, including necessary food and table arrangements; and post-exhibit cleanup.
- d. Coordinating the preparation of invitations, programs and show cards with staff.
- e. Providing the Board regular committee updates.

Section 5, Programs and Scholarships Committee: The Program and Scholarship Committee, along with the Program Director and Executive Director, will be responsible for but not limited to the following responsibilities:

- a. Periodically review the Center's tuition structure, research comparative organizations, to propose changes to the Board for approval.
- b. Review the instructor compensation and propose changes to the Board for approval.
- c. Assist the Executive Director and Program Director with ideas and recommendations for new classes, workshops, lectures and summer workshop offerings.
- d. Assist the Program Director by networking and compiling a bank of potential instructors to support programming.
- e. Review and update as needed scholarship criteria, working with the Executive Director to implement changes.
- f. Provide volunteer support as requested to facilitate special programming, workshops and lectures.
- g. Provide the Board regular committee updates.

Section 6, Human Resources Committee: This committee shall consist of the current President, immediate past President, Vice-President, other Board members as needed and the Executive Director (ad hoc). The Committee membership will determine the committee chair. This committee is responsible for creating and/or monitoring systems and policies to ensure that the organization is following local, state and federal laws and sound practices relating to its employees and creating an attractive environment for current and prospective employees, volunteers and interns. Unless modified by the Board of Governors, the responsibilities of this committee are limited to:

- a. Establishment and periodic review of HR related policies such as: key position succession planning, staffing structure, and benefits for employed staff, volunteer staff, and interns.
- b. Executive Director performance review.

- i. Fairly evaluate the current Executive Director’s personal performance relative to the work being done, ways it could be improved and goals to consider or requirements to be set.
  - ii. Administer a preliminary confidential evaluation from all Board members and an Executive Director’s self-evaluation from which to base the annual performance review.
  - iii. Conduct the confidential performance review with the Executive Director and prepare a summary report for the Executive Committee and the Executive Director, which includes recommendations regarding compensation changes.
  - iv. Conclude the performance review and prepare a summary report to the Board.
  - v. Maintain a confidential file on the annual review.
- c. Executive compensation practice.
  - d. Review of staff pay scales.
  - e. Provide the Board with regular committee updates.

Section 7, 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**  
 (Revised March 2022)

Section 1, Fiscal Year: The Fiscal Year of this corporation shall begin January 1 and end December 31 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.

Revised March 2022