

NEW HARMONY ARTISTS GUILD, INCORPORATED CODE OF BYLAWS

ARTICLE 1. NAME

1.1 Name

The name of the Corporation shall be New Harmony Artists Guild, Incorporated.

ARTICLE 2. PURPOSE

2.1 Nonprofit Purpose

The Corporation is organized and operated exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director or officer or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

2.2 Specific Purpose

The New Harmony Artists Guild brings together a diverse group of artists, organizations, and supportive citizens. We create a climate to practice & make art, share ideas & expertise, and advocate for all the arts.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Number

The Board of Directors shall be made up of a minimum of 9 members and maximum of 11 members, the exact number of which shall be determined from time to time by the Board of Directors, subject to any limitations set forth by law or the Articles of Incorporation of the Corporation.

3.2 Duties

3.2.1 All of the corporate powers, except those expressly reserved to another party by statute, the Certification of Incorporation, or these Bylaws, shall be vested in and may be exercised by the Board of Directors of the Corporation.

3.2.2 The board represents the community and shall have general charge and control of the affairs, funds and property of the Corporation.

3.2.3 The board may be asked to assist corporation staff in pursuit of the organization's purpose.

3.3 Eligibility

Membership on the Board of Directors is limited to those individuals who are not currently employees of the Corporation.

3.4 Election and Tenure

3.4.1 The Board will consist of between 9–11 members. The members of the Board shall be elected at the Annual Meeting of the Corporation, with each term being three years. A Board member may serve no more than three (3) consecutive terms. Terms of all members of the Board shall be staggered such that no more than one-third (1/3) of the Board is elected in any given year. A Board member elected to complete a vacated term shall be bound by the term limit requirements of the vacating Board member. The new Board Member will complete the term of the former Board Member's vacated cohort slot and may then be elected to stay on the Board to complete the remainder of their three consecutive terms of the cohort term. After a one-year or more gap from being on the Board, the person may be nominated and elected again to serve on the Board of Directors within a cohort slot for up to three consecutive three-year terms.

3.4.2 Election of the members of the Board, by election of the full Board, shall take place at the Annual Meeting of the Corporation, or upon call of a special meeting, from among candidates whose names are nominated. Nominations may be accepted from the Board members or Guild membership but must go through the appointed Nominating Committee.

3.4.3 In cases of a tie vote, the motion fails to pass.

3.5 Vacancy

Any mid-term vacancy that occurs among the Board of Directors shall be filled through nomination by the Board Members and President and election by a majority of a quorum of the Board of Directors.

3.6 Compensation

Directors shall not be compensated for services performed as directors.

3.7 Removal

3.7.1 A Board member may be removed for cause, such as failure to perform his/her duty or any other act determined by the Board to be detrimental to or a conflict of interest with New Harmony Artists Guild, Inc.

3.7.2 This removal may be accomplished at a meeting of the Board provided written notice stating the purpose of the meeting has been given at least fourteen (14) days in advance. The President, or Vice-President, of the Board shall notify the Board member of the reason removal is being recommended and the Board member shall have the opportunity to be present and speak on his/her own behalf.

3.7.3 Removal shall require a two-thirds vote of the Board.

ARTICLE 4. MEETINGS

4.1 Frequency

4.1.1 The Board shall hold a minimum of four (4) meetings a year at a time and place designated by the Board President in consultation with anyone deemed necessary in the planning process.

4.1.2 Board members shall be notified of meetings by either email or USPS mail-at least seven (7) days in advance for a regular meeting.

4.1.3 Meetings of the Board of Directors shall be open to the public, with notice of the meeting posted publicly or sent via email or newsletter.

4.1.4 The Board at its discretion, may call an executive session meeting 'closed' to the public for purposes of personnel review, grievance procedures or other matters. These Special meetings may be held after at least seven (7) days' notice, unless it is an emergency situation, either at the call of the President, in consultation with anyone deemed necessary in the planning process, or at the written request of one-third (1/3) of the members of the Board of Directors.

4.1.5 Meetings of the Board of Directors are conducted in person on the Guild premises or elsewhere with a majority of Board Members and are open to Guild Members and the public. They may be conducted by any means of communication by which all Directors and Members participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting. If any electronic or digital recording of a meeting will take place, notice will be given to all participants.

4.2 Annual Meeting of Corporation

The Annual Meeting of the Corporation shall be held in January each year at a time designated by the President in consultation with the Board.

4.3 Quorum

Fifty percent attendance of members of the Board of Directors shall constitute a quorum for the transaction of business.

4.4 Voting

4.4.1 Each member of the Board of Directors shall have one (1) vote.

4.4.2 Elections shall be by ballot in contested elections and a plurality of votes cast shall elect.

4.4.3 Motions requiring a two-thirds (2/3) majority vote include:

- To remove a member of the Board.
- To amend these By-Laws.

ARTICLE 5. OFFICERS OF THE BOARD OF DIRECTORS

5.1 Officers

5.1.1 The officers of the Board of Directors shall be President, Vice President, Secretary and Treasurer, each of whom shall be chosen from among the Guild Board members. The President may hold only one officer position. Other officers may be combined so that they can hold more than one office, in any combination.

5.1.2 All officers of the Board of Directors shall be elected at the Annual Meeting of the Corporation for a term of one year, or until their successors are elected. They shall assume their duties upon election.

5.1.3 In the event of a vacancy in any office, the Nominating Committee shall nominate from among Board members a replacement to be elected by the Board of Directors at its next meeting. An officer so selected shall serve until the expiration of the original term. The completion of a vacated term shall not be assessed as having held an office for purposes of 5.1.4.

5.1.4 No member of the Board shall hold the same office for more than two consecutive terms.

5.1.5 The following Officer positions and duties are expanded in the NHAG Handbook and are guided by RROO 12th Edition, Chap XV § 47.3–47.38.

5.2 President

5.2.1 Duties

The President shall preside at all meetings of the Directors and duties include the following: opening and closing meetings, announcing business, recognizing speakers, stating motions, announcing results, maintaining order, protecting the assembly.

5.2.2 Voting Rights

The president, as a member of the assembly, has full voting on all matters.

5.2.3 Additional Responsibilities

The President represents the organization, has administrative duties, and ensures compliance.

5.3 Vice-President

5.3.1 Duties

Preside over meetings when the president is not present.

5.3.2 Succession

In the event of the president's death, resignation, or inability to serve, the vice-president automatically assumes the presidency.

5.3.3 Additional Duties

These might include overseeing committees, managing specific programs, or acting as a liaison with other organizations.

5.4 Treasurer

5.4.1 Financial Management

The role of treasurer demands absolute accuracy, honesty, and punctuality in handling the organization's finances. They serve as custodian of funds that they receive, deposit, and disburse as authorized by the assembly.

5.4.2 Additional Duties

The Treasurer has fiduciary responsibility that requires accurate record keeping. They prepare the financial statements and reports for the Board and their meetings, taxing authorities, and prepare the state's entity reports. They pay bills, manage bank accounts, prepare the budget, ensure compliance, and work with auditors.

5.5 Secretary

5.5.1 Absence of President and Vice President

In the event that the president or vice-president are absent, the secretary acts in their absence pro tempore.

5.5.2 Record Keeping

These include preparing meeting minutes, maintaining official documents (bylaws, rules, membership role), and committee records (committee appointments, reports)

5.5.3 Communication

These include preparing meeting notices, handling correspondence, notifying members of elections, appointments to positions and committees.

ARTICLE 6. OTHER COMMITTEES OF THE BOARD

6.1 Membership

Members of the Committees of the Board shall be members of the New Harmony Artists Guild Board of Directors or, when designated for specific committees, may also include Guild Members. All committees shall report to the Board of Directors and cannot act without Board approval.

6.2 Nominating Committee

The Board of Directors shall annually choose a nominating committee which shall nominate a slate of candidates for open or vacant board positions and for board offices.

6.3 Other Standing Committees

In addition to the Executive Committee, the President of the Board may appoint such standing committees as he/she sees fit to be responsible for activities that are continuing in nature.

6.4 Ad hoc Committees

The president may appoint such ad hoc committees as he/she sees fit to be responsible for activities that are temporary in nature.

6.5 Advisory Board

The Advisory Board shall consist of seasoned and knowledgeable community members who may offer advice or services for the betterment of the New Harmony Artists Guild Board of Directors. Honorific titles (*Lifetime member, Emeritus, etc.*) are acceptable for future designations of these individuals.

6.6 Definitions of Other Persons of the Guild

6.6.1 Guild Member

Guild Members pay an annual fee, for which they have access to all programs offered. The Board of Directors can invite Guild Members to serve on Committees.

6.6.2 Program Coordinator

Program Coordinators are the leaders of committees who report the committees' activities to the Board, for example Visual Arts Coordinator, Music Coordinator, etc.

6.6.3 Fiscal Project Lead

Fiscal Projects are incubating projects using the NHAG 501c3, either short-term or long-term, under the Guild's non-profit umbrella. They may have their own checking account, but it must be through the Guild's banking institution, under the Guild's oversight, with a signed agreement of policy and protocol, and agreement to routinely report activities to the NHAG Board. The "Lead" is the person in charge of each of these Fiscal Projects. A separate folder will be kept in our files as an historical record of each Fiscal Project's history and activity for purposes of documentation and grantmaking.

6.7 Outside Fiscal Projects

See Article 16 for Outside Fiscal Projects

ARTICLE 7. FINANCES

7.1 Fiscal Year

The Fiscal Year of the Corporation shall be January 1 to December 31.

7.2 Budget Approval

The Treasurer shall present the Annual Budget for approval to the Board of Directors no less than sixty (60) days prior to the beginning of the fiscal year. The board shall approve the budget no less than thirty (30) days prior to the beginning of the fiscal year. Expenditures which exceed the approved budget by more than \$5,000 must be approved by the board.

7.3 Audit

Within ninety (90) days of the close of the fiscal year of the Corporation, a complete set of that fiscal year's financial statements may be submitted to obtain a third-party audit. The audit shall be conducted in accordance with generally accepted auditing procedures at least every 2-3 years.

7.4 Bonding

The Treasurer position of the Board, which has access to monies of the Corporation, shall be bonded in amounts determined by the Board.

ARTICLE 8. PARLIAMENTARY AUTHORITY

8.1

The New Harmony Artists Guild shall generally follow and be guided by the spirit and principles of the most recent edition of *Robert's Rules of Order* for matters of procedure not specifically covered by these by-laws, or by specific rules of procedure adopted by the Corporation.

ARTICLE 9. AMENDMENTS

9.1

These By-laws may be amended, altered or repealed at any duly called meeting of the Corporation by a two-thirds (2/3) affirmative vote of the members of the Board, providing that an explanation of the proposed amendment has been sent to the Members at least fourteen (14) days prior to the date of the meeting.

ARTICLE 10. STANDING RULES & REGULATIONS

10.1

In order to comply with the specific provisions of this Corporation's By-laws, the Corporation shall have the power to establish standing rules and resolutions, which have the same force and effect as By-laws. Standing rules may be amended or rescinded by the Corporation with a majority vote of the Board of Directors.

ARTICLE 11. POLITICAL ACTIVITY

11.1

The Corporation shall not at any time, participate in any way, in any political activity which would affect its status as a non-profit corporation or interfere with its non-profit tax status.

ARTICLE 12. DISSOLUTION

12.1

In the event of the dissolution of the Corporation, the President of the Board of Directors, after paying all debts of the Corporation, along with remaining Board members, shall present for approval of the Board a proposal to donate any remaining assets to selected 501c3 charitable, educational, or community organizations or activity which would qualify as a not-for-profit corporation under existing state and federal regulations.

ARTICLE 13. CONFLICT OF INTEREST AND COMPENSATION

13.1 Purpose.

The purpose of a Conflict of Interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or fiscal project lead 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 applicable to nonprofit and charitable organizations.

13.2 NHAG Procedure for Conflict of Interest Agreement

13.2.1 The Conflict of Interest Policy document (**NHAG Form 25-2**) and Acknowledgement form (**NHAG Form 25-3**) will be given to, read, and signed by each Board Director when they initially become a member of the Board, and annually thereafter. The signed Acknowledgement forms will be kept in the secretarial Record Book and filed after each subsequent year. These documents are found in the NHAG Procedural Handbook in the Guild's administrative shared Google Drive. or from the acting secretary of NHAG.

13.2.2 Should Conflict of Interest questions or concerns arise, details of Procedures are found in document **NHAG Form 25-2**, and should be followed, for Conflict of Interest issues pertaining to: *duty to disclose, determining, addressing, violations of, records of proceedings, compensation, annual statements, periodic reviews, and use of outside experts.*

ARTICLE 14. INDEMNIFICATION OF OFFICERS AND DIRECTORS

14.1. Indemnification.

To the full extent authorized under the laws of the Indiana, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have

served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

14.2. Expenses.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

14.3 Insurance.

14.3.1 The Corporation will purchase and maintain insurance to cover loss, liability, damage, or injury of the corporation's assets or visitors on its premises.

14.3.2 The Corporation will purchase and maintain insurance for Directors or Officers, or other insurance as seen fit in consultation with a knowledgeable agent, on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability.

ARTICLE 15. LIMITATIONS AS IRC 501(C)(3) TAX EXEMPT ORGANIZATION

15.1 Limitations on Activities.

Except for the curated and approved content of art, design, music and writing exhibited or performed at the NHAG, no substantial part of the activities of this corporation shall be the carrying on of political, social, or religious propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political, social, or religious campaign on behalf of, or in opposition to, any

candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

15.2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE 16. OUTSIDE FISCAL PROJECTS USING NHAG 501C3 DESIGNATION

16.1 Purpose and Process

16.1.1 Community arts organizations seeking the tax benefits of a non-profit corporation may apply to become a Fiscal Organization/Project of the NHAG by submitting a written proposal of their activities, needs, anticipated duration, budget, and expectations to the Board of Directors for review, and for a decision if the sponsorship will be taken on.

16.1.2 A signed agreement by both parties is required listing procedures and protocol, as well as setting up financial books and banking (as a legal “dba”) under the NHAG’s banking account and system to put this agreement in place. Key to this agreement is oversight of the Fiscal Project’s financial activities by the NHAG. **(Form 25-1 - Fiscal Sponsorship Agreement)**

16.1.3 The Fiscal Organization/Project will present monthly reports and financial records at each board meeting. Profit/loss and balance sheets, as well as tax information for the Guild’s accountant, are required annually.

16.1.4 This partnership can be terminated at any time, by either partner, without cause.

16.1.5 Where and when appropriate, the Fiscal Project Agreement may designate a fair, agreed-upon fee or % of obtained grant awards that will go from the Project’s award to the NHAG to help defray administrative costs.

16.1.6 Where and when appropriate, notice from the Fiscal Organization/Sponsor, which is using the NHAG nonprofit tax number, shall be given to the Board prior to applying for grants from private or public entities to ensure that they are titled as DBA and do not conflict with fund raising activities of the Guild. Reports of grant awards shall also be given when received at Board meetings and at the end of the fiscal year for tax record purposes.

The undersigned, current Officers and Directors of the Board of The New Harmony Artists Guild, Inc., do hereby certify that the foregoing are the amended and restated Bylaws adopted by the Board of Directors of the Corporation on
September 25th, 2025.

Benjamin Nicholson, President

Lenny Dowie, Vice President

Paul Moser, Secretary

Stephen Lucas, Treasurer

Rick Huffman, Board Member

Elizabeth Mumford, Board Member

Anthony Rideout, Board Member