

# **Ohio Arts Presenters Network Code of Regulations**

Last Amended January 25, 2017

## **Article I: The Corporation**

### Section 1.01. Definition.

The name of the Corporation is Ohio Arts Presenters Network (hereafter referred to as “OAPN” or the “Corporation”). This Corporation has been incorporated as a nonprofit corporation under the laws of the State of Ohio. OAPN is a professional Association supporting the presentation of the performing arts in the region and State of Ohio. OAPN serves a membership of performing arts presenters, performing artists, managers, and affiliated organizations.

### Section 1.02. Mission Statement.

In the conviction that live performances, by celebrating and nurturing the human spirit, are vital to the quality of life, OAPN’s mission is to promote a network of performing arts providers to improve the quality and presentation of the performing arts in Ohio.

### Section 1.03. Purpose.

The purposes of OAPN shall be: to develop and share information on the selection, promotion, and presentation of the arts; to facilitate bringing presenters and artists together in the best interests of the performing arts; to provide opportunities for professional development; to provide services to the membership, including organizing meetings and workshops, maintaining an annual membership directory, offering network and communicating service opportunities, and other services.

### Section 1.04. Nonprofit Status

The Corporation is organized exclusively for charitable, and educational purposes, including, but not limited to promoting and supporting the presentation of the performing arts in the State of Ohio and related purposes. The Corporation shall possess all powers which a corporation organized under the General Nonprofit Corporation Act of the State of Ohio and under section 501(c)3 if the Internal Revenue Code of 1954, as the same from time to time may be amended, shall possess, including all powers which are not in conflict with the aforesaid purposes for which the Corporation is organized. No part of the net earnings of the Corporation shall be used to the benefit of any private individual; no part of the income of the Corporation shall be distributed to its members, Directors or officers, provided, however, that the payment of reasonable compensation for services rendered, repayment of loans, or the reimbursement of expenses shall not be deemed a distribution of income.

## **Article II: Members**

### Section 2.01. Membership.

Membership in the Corporation shall consist of those persons or entities who apply for membership, are accepted as members by the Corporation, and who pay applicable dues. Such categories of membership

shall be, but are not limited to, Performing Arts Presenters, Performing Artists, Artist Managers and (Management Agencies), Service Organizations, Business Affiliates, Honorary, and Individual. The Board may establish several different categories of members in addition to those previously listed, may apply different dues based on category and location (in-State vs out-of-state), establish membership eligibility, and apply differing rules and dues for all membership categories. Members must follow membership rules as set forth in these Regulations, Bylaws, and other documents authorized by the Corporation.

#### Section 2.02. Membership Dues.

The payment of membership dues and the amount thereof, shall be determined, and may be amended, from time to time by the Board of Directors.

#### Section 2.03. Member Rights and Privileges.

Each member organization shall be entitled to one voting representative. Each member representative shall have one vote upon each matter submitted to a vote at meetings of the membership. Non-voting representatives of dues-paying members shall be entitled to the privilege of the floor, but shall not be entitled to a vote at meetings of the membership. The Board shall establish member rights and privileges which may be amended from time to time by the Board of Directors.

#### Section 2.03. Member Voting.

Members of the Corporation shall not be entitled to any vote in any matter with respect to the Corporation other than election of Directors (as required by section 3.03), and shall not be treated as members under the Ohio Nonprofit Corporation Law.

#### Section 2.04. Membership Meeting

There shall be an annual meeting of the membership, to elect new officers and members to the Board of Directors and to transact other business as may be necessary. This meeting shall take place during the Annual Showcase Conference at a time and place determined by the Board and communicated to the membership at large. There shall be no admission cost for any member to attend the annual membership meeting.

#### Section 2.05. Removal of Members.

A member may be removed, for a length designated from the Corporation, by two-thirds (2/3) majority vote by the Board of Directors for conduct reasonably determined by the Board to be injurious to the character and welfare of the Corporation, without refund of membership fees. All monies owed to the Corporation by the member must be immediately paid upon removal of member.

#### Section 2.06. Termination of Membership.

Membership to OAPN is automatically terminated when member dues lapse. Any member may resign upon written notice to the Executive Director and/or Board of Directors.

#### Section 2.07. Members in Good Standing.

Members considered to be in “good standing” are those who have been duly accepted into OAPN and have paid all required dues, are not in default of any debt to OAPN, have not been removed by the Board of Directors, nor are in violation of member requirements as specified in by the Board.

### **Article III: Board of Directors**

#### Section 3.01. Power and Authority of Directors.

Except as otherwise provided by law and this Code of Regulations (as amended from time to time) and Bylaws (as amended from time to time), all of the authority of the Corporation shall be exercised by its Board of Directors. The Directors servicing hereunder shall have the power, authority and responsibility provided for Directors under the Ohio Nonprofit Corporation Law.

The Board of Directors shall have the power and duty of controlling and managing all of the property, business, activities and funds of the Corporation. By way of example and not in limitation of any such powers, the Board of Directors shall have the power and right, at its discretion:

1. To adopt Bylaws not inconsistent with these Regulations for the organization of the Board of Directors and governing its conduct of the activities and affairs of the Corporation.
2. To adopt, promulgate and enforce rules governing the use of the property of the Corporation and the activities and programs of its members.
3. To appoint or provide for the appointment of any other standing or special committees, and to prescribe the powers and duties of such committees. Such standing or special committees may, but need not, be composed of Directors of the Corporation.
4. Subject to the vote of two-thirds (2/3) of the members of the Board of Directors, the membership of any member may be revoked for conduct determined by the Board to be inconsistent with the purposes of the organization. Such conduct may include, but not be limited to: illegal activities; failure by a member to pay outstanding debts to the organization or to reimburse the organization for damage or other loss of organization property; negligent or willful misconduct; violation of published studio policies or organization rules; failure to maintain safe practices; or actions that would violate the organization’s lease or otherwise compromise safety in the studio.

#### Section 3.02. Number of Directors.

The number of voting Directors shall not be more than seventeen (17) nor fewer than thirteen (13).

#### Section 3.03. Selection.

The Governance Committee shall select a slate of nominated candidates each year in compliance with the Code of Regulations, Bylaws, and other applicable Corporation rules. The Governance Committee will present the candidates in each open category to the membership for vote annually.

Any candidate wishing to run for the office of Director shall submit the required information to the Governance Committee in accordance with written instructions provided by the Governance Committee for the solicitation of candidate information and setting forth selection procedures.

Candidates must select a pre-determined and open category, as listed in the Bylaws, in which to run and define how they fit into selected category. If there is no one to fill a category then that category will remain open. The Board will only call for candidates in open categories. Candidates will go through a screening process in the Governance Committee, as defined in the Bylaws. The Governance Committee will work to solicit candidates for each slot. One third ( $\frac{1}{3}$ ) of the Directors shall be selected each year and at least one position open each year shall be designated for both Presenter and Artist Members such that there shall be three (3) Presenters and Artist members (each) on the Board at all times.

#### Section 3.03 Election and Term of Office.

The Directors shall be elected at the Annual Membership Board meeting of each fiscal year by a vote of the members present. All terms shall be concurrent with the fiscal year. Directors shall serve for a term of three (3) years. Each Director shall hold office until his or her successor has been selected in the manner provided herein and has accepted such position; provided, however, that any Director may resign at any time by filing with an officer of the Corporation a written resignation. Any person who has served as a Director for two (2) consecutive terms shall be ineligible to serve as a Director for a period of one (1) year immediately following the completion of such consecutive terms.

#### Section 3.04. Resignation and Removal of Directors.

Any Director may, by notice in writing to the Board of Directors, resign at any time. Any Director may be removed from office by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the Directors with or without cause. Board members missing two board meetings during the year may be dismissed by a majority vote of the Board.

#### Section 3.05 Vacancies.

Any vacancy on the Board of Directors may be filled for the remaining term by an affirmative vote of a majority of the remaining Directors then in office. A Director elected to fill a vacancy shall be elected for the expired term of his or her predecessor in office. Any such interim term filled by a Director will not be included in the calculation of term limits.

#### Section 3.06. Quorum and Voting.

A majority (51%) of the whole authorized number of Directors shall constitute a quorum for the transaction of business, except with respect to filling of a vacancy of the Board and provided that in no event will a quorum consist of less than one-third ( $\frac{1}{3}$ ) of the entire Board. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

#### Section 3.06. Meetings of Directors.

Regular meetings of the Board of Directors shall be held monthly at a designated time and place agreed upon by the Board and communicated to the Directors by the Executive Director and/or the Secretary.

### Section 3.07. Notice of Special Meetings of Directors.

Notice of the time and place of each special meeting shall be given to each Director by the Executive Director, or by the person or persons calling such meeting. Such notice need not specify the purpose or purposes of the meeting and may be given in any manner or method permitted by Ohio law, provided it is given at such time so that the Director receiving it may have reasonable opportunity to participate in the meeting. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and may be waived, in writing, by any Director either before or after such meeting.

### Section 3.08. Attendance and Participation at Meetings.

Directors may attend and participate in any meeting of the Board of Directors through any communications equipment if all persons participating can communicate with each other.

### Section 3.09. Action Without Meeting.

Any action which may be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without such meeting by a writing or writings signed, including electronically, by all of the members of the Board of Directors then serving or of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted by the Secretary of the Corporation in the permanent records relating to meetings of the Board of Directors.

## **Article IV: Committees**

### Section 4.01. Committees.

The following committee shall constitute the standing committees of the Board of Directors.

1. Executive Committee which conducts the business of the Corporation between meetings.
2. Fiscal Committee which oversees the finances of the Corporation.
3. Development Committee which is responsible for directing the Corporation's fundraising and membership recruitment efforts.
4. Governance Committee which is responsible for business related to the Corporation's governing documents, organization, and elections.

### Section 4.02. Advisory Groups.

The Board may provide for such other advisory groups, consisting in whole or in part of non-Directors, as it deems desirable, and discontinue the same at its pleasure. Each such group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filing of vacancies on such groups shall be the responsibility of the president unless the Board provides otherwise. Any action by any such group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board.

### Section 4.03. Committee and Advisory Group Membership.

With the exception of the Executive Committee, the Board of Directors may appoint non-Directors to serve on Standing Committees and Advisory Groups. However, every standing committee must have at least two (2) Director members.

## **Article V: Officers**

### Section 5.01. Officers.

Each year, the officers of the Corporation shall be at a minimum a President, Vice President, Secretary, a Treasurer, and the optional representation of the immediate past President (if term limits allow). In addition, the Board may elect such assistant secretaries, assistant treasurers and other officers as the Board of Directors may, from time to time, determine to be appropriate. A single individual may not hold more than one position as an officer. The Executive Director shall serve as an officer of the Corporation and sits on the Board in an ex-officio, non-voting capacity.

### Section 5.02. Appointment and Tenure.

The term of offices for officers shall be one year, beginning and ending in alignment with the fiscal year, with the officers elect assuming their positions at the end of that term. No officer may serve more than three consecutive one-year terms. Officers shall be elected annually during the Annual Membership Board of Directors meeting. The membership shall elect annually, a minimum of a president elect, treasurer, and secretary.

### Section 5.03. Duties of the Officers.

Subject to such directions and limitations as the Board may from time to time prescribe, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such additional powers and duties as may be conferred upon them, from time to time, by the Board of Directors. Without limiting the foregoing, the officers of the Corporation shall have and exercise the following powers and duties:

#### 1. President. The president shall:

- a. preside at meetings of the Corporation, including the annual meeting, and meetings of the Board of Directors;
- b. shall chair the Executive Committee;
- c. shall appoint the chair of the Development Committee
- d. shall appoint the chair of the Governance Committee in the event that the immediate Past President is not able. (see article 5 below)
- e. serve as an ex-officio, non-voting member on all Committees and Advisory Bodies except as otherwise provided in specific committee rules;
- f. vote only in the cases of a tie vote at Board of Director meetings; and
- g. perform other duties as assigned by the Board.

#### 2. Vice President. The Vice President shall:

- a. assume the duties of the President in the disability or absence of the President;

- b. serve on the Governance Committee;
  - c. serve on the Executive Committee;
  - d. assume the office of President should the president vacate the office for any reason;  
and
  - e. perform other duties as assigned by the Board or President.
3. Secretary. The secretary shall:
- a. maintain an accessible and centralized archive of all official Corporation documents;
  - b. update official documents within fourteen (14) days of approved changes by the Board of Directors;
  - c. ensure meeting minutes are taken at all Board of Director and membership meetings;
  - d. distribute meeting minutes one (1) week prior to the meeting at which the Board of Directors will consider such meeting minutes for approval;
  - e. serve on the Executive Committee; and
  - f. perform other duties as assigned by the Board or President.
4. Treasurer. The treasurer shall:
- a. supervise the accounts of the monies received and expended for use of the Corporation;
  - b. approve all expenditures in an amount specified in the Bylaws in writing;
  - c. provide a financial report at each regular Board of Directors' meeting and at the annual meeting;
  - d. ensure submission of all financial reports, tax returns, and other necessary documents in a timely manner;
  - e. ensure completion of an independent, external audit on an annual basis;
  - f. chair the Finance Committee;
  - g. serve on the Executive Committee; and
  - h. perform other duties as assigned by the Board or President.
5. Past President. The past president shall
- a. if term as Director is expired, serve as an ex officio, non-voting member of the Board of Directors;
  - b. serve as an ex officio, voting member of the Executive Committee;
  - c. chair the Governance Committee;
  - d. shall act in an advisory capacity to the President and Board of Directors; and
  - e. perform other duties as assigned by the Board or President.

#### Section 5.04 Executive Director.

The Board of Directors may appoint, upon terms satisfactory to the Board, an Executive Director to act as the Principal Administrative Officer of the Corporation. Such Executive Director shall have complete charge of the executive offices and paid personnel of the Corporation; shall compile, publish and distribute to the members of the Corporation such reports, publications and other documents as authorized; shall submit an annual budget to the Board of Directors and shall be responsible for implementing any such budget; shall keep the books and accounts and render statements of all receipts and disbursements in connection with the operation of the Corporation; shall have authority to sign

checks for any amount within the policy set by the Board of Directors; shall be custodian of all records; shall perform such duties as may be prescribed by the Board of Directors; and shall submit, at the June meeting of the Corporation, a report to the Board of Directors covering the operation of the executive office.

#### Section 5.06. Removal.

All officers shall hold office at the pleasure of the Board and may be removed, with or without cause, by an affirmative vote of a majority of the Board then in office.

#### Section 5.07 Resignation of Officers.

The resignation of any officer, other than the President, shall be given in writing to the President, and effective immediately upon receipt regardless of whether it is accepted by the Board of Directors. The resignation of the President shall be given in writing to the Secretary, who shall refer such resignation to the Board of Directors, and such resignation shall be effective when accepted by the Board of Directors.

#### Section 5.08 Vacancies.

If an office becomes vacant for any reason whatsoever, the Board of Directors then in office, by majority vote, shall elect a successor to hold office for such unexpired term at a meeting held within thirty (30) days of such vacancy. In the event that president becomes vacant with less than 6 months remaining in the term, the vice president shall become president and will complete the current term and subsequent term and the Membership will then select a new president elect to serve out the current term and subsequent term of office.

### **Article VI: Indemnification and Insurance**

#### Section 6.01. Indemnification.

The Corporation shall indemnify any Director, officer, employee, agent or volunteer or any former Director or officer of the Corporation or any person who is or has served at the request of the corporation as a member, Director, officer or employee of another corporation (whether nonprofit or for profit), joint venture, trust or other enterprise (and such person's heirs, executors and administrators) against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person by reason of the fact that such person is or was such Director, or officer in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Nonprofit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law.

#### Section 6.02. Purchase of Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a member, Director, officer, or employee of another corporation (whether nonprofit or for profit), partnership, joint venture, trust or other enterprise against any liability asserted against such person



and incurred by such person in any such capacity, or arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law.

#### **Article VII: Fiscal Year**

The fiscal year of the Corporation shall be the twelve-month period beginning January 1 and ending on December 31.

#### **Article VIII: Conflict of Interest**

Section 8.01. Approval Requirements.

Any Director, officer, employee, agent or volunteer of the Corporation, having an interest, direct or indirect, in a contract or other transaction which is presented to the Board or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of such interest to the Board or committee prior to its acting on such contract or transaction. Such contract or transaction shall be authorized, approved or ratified only upon a favorable vote of at least two-thirds (2/3) of all the Directors present and voting at such meeting. Such interested person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such interested person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote taken and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 8.02. Annual Disclosure.

The Board shall adopt policies and procedures relating to conflict of interest which, among other things, will require each Director, officer, employee, agent or volunteer designated by the President to file, upon the assumption of his/her duties and annually thereafter, a signed statement disclosing any interest, direct or indirect, in any contract or other transaction between the Corporation and him/her or a corporation, partnership, proprietorship, firm, association or other entity in which he/she is a director, Director, officer or employee or in which he/she has a substantial financial interest as a shareholder, partner, owner or otherwise. Any conflict of interest listed on such a statement shall be disclosed to the Board if not previously so disclosed.

#### **Article IX: Parliamentary Authority**

The current edition of "Robert's Rules of Order, Newly Revised" governs the procedures of all meetings of the Corporation except where conflicting with the Code of Regulations or Bylaws of the Corporation.

#### **Article X: Amendments**

These Regulations may be amended or repealed by the Board of Directors by a two-thirds (2/3) vote of the Board upon presentation, in writing, of the amendment at one previous regular meeting of the Board of Directors or no less than 30 days in advance.

## **Article XI: Dissolution**

### Section 9.01. Authorization

Authorization to dissolve the Corporation shall take a two-thirds majority vote of the Board of Directors at a meeting called by the ranking officer with at least one week advance notice.

### Section 9.02. Payment of Liabilities and Disposal of Assets

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Clerk of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

## **Ohio Arts Presenters Bylaws**

### **Article I: Board of Directors**

#### Section 1.01. Meetings of Directors.

The Board of Directors shall schedule at least five (5) regular meetings, not including the Annual Membership Meeting. The president may cancel a meeting for lack of business or quorum. However, the Board of Directors shall not meet less than quarterly.

### **Article II: Committee Duties and Responsibilities**

A majority (51%) of members of a committee shall constitute a quorum and any action by a majority of the committee (51%) at which a quorum is present shall constitute action by the committee. Committees shall maintain full records and accounts of their proceedings and transactions. Each committee may propose a charter to the Board that further defines the duties of each committee and its structure.

#### Section 2.01. Executive Committee

- a. Establish a yearly regular meeting schedule
- b. Set board meeting agenda items
- c. Provide advice to the Executive Director
- d. Oversee committee chair appointments and committee structure
- e. Meet at least quarterly
- f. Oversee recruitment, selection, orientation, and ongoing evaluation of Executive Director
- g. Act on the Board's behalf between regular meetings
- h. Review budget for presentation to Board as developed by Treasurer and Executive Director
- i. Perform other duties as assigned by the Board or President

#### Section 2.02. Fiscal Committee

- a. Propose annual budget
- b. Review monthly financial statements
- c. Meet with financial advisors to review investment performance
- d. Select the auditor(s) and review the results of each annual audit of the organization's financial statements
- e. Regularly review and present financial information to the Board
- f. Review policies related to fiscal matters of the organization
- g. Perform other duties as assigned by the Board or President

#### Section 2.03. Development Committee

- a. Establish an annual development strategic plan
- b. Provide support for grant activities
- c. Seek out potential members and donors
- d. Seek out potential corporate sponsorships
- e. Assist with fundraising activities and events
- f. Perform other duties as assigned by the Board or President

#### Section 2.04. Governance Committee

- a. Ensure board meeting effectiveness
- b. Ensure effective organizational governance
- c. Assist committees in adopting individual charters
- d. Review governance documents on an annual basis
- e. Review organizational policies and procedures on an annual basis
- f. Establish a nominating procedure for new Directors
- g. Provide a slate of Director candidates annually in **August** to the Board
- h. Recruit potential Directors
- i. Establish a Board Education and Training Protocol
- j. Facilitate a new Director orientation program
- k. Comprised of no less than three (3) and no more than five (5) members, including the Chair, as appointed by the President in cooperation with the Chair. May include up to two (2) members who are not Directors.
- l. Perform other duties as assigned by the Board or President

### **Article III: Administration**

#### Section 3.01. Record Keeping

- 1. All records retention policies must comply with applicable federal, state and local laws.
- 2. The archives shall include
  - a. all documents legally required to be maintained by law following the Records Retention Policy
  - b. meeting minutes
  - c. resolutions by the Board
  - d. acts by the Board
  - e. independent audits

- f. annual financial reports
- g. grant applications
- h. board rosters
- i. donor records
- j. membership records

Section 3.02. Budgeting and Finance.

- a. Individual payment for goods or services above \$2,500 require notification to the treasurer
- b. Individual payment for goods or services above \$5,000 require approval by the treasurer
- c. Financial reports shall be presented to the board at regular meetings and no fewer than four (4) times per year
- d. A statement of financial position shall be provided annually.

**Article IV: Amendments**

These Bylaws may be amended or repealed by the Board of Directors by a majority (51%) vote of the Board upon presentation, in writing, of the amendment at one previous regular meeting of the Board of Directors.