



DURANGO ARTS CENTER ♦ BOARD OF DIRECTORS  
802 E. 2nd Ave, Durango, CO 81301 | PH (970) 259-2606 | [www.DurangoArts.org](http://www.DurangoArts.org)

## **NONPROFIT BYLAWS**

### **MISSION STATEMENT**

The Durango Arts Center (DAC) enriches the community through innovative visual and performing art, and arts education. DAC advances appreciation and participation in the arts as a cultural leader in the region.

### **VISION STATEMENT**

The DAC strives to be a cultural destination and a creative catalyst, inspiring our community through engagement in the arts.

### **ARTICLE I**

#### *Purpose and Formation*

##### Section 1. Purpose

The purpose of this corporation is to promote the exploration, education, enrichment and enjoyment of the arts for all people within the Four Corners region and beyond. The DAC will promote all mediums of art, visual and performing; host exhibits; encourage classes for all ages; present performances and lectures; and, engage in other activities consistent with its mission. In doing so, the organization hopes to develop a sense of involvement in the community by bringing together people from all levels to achieve these objectives.

##### Section 2. Name

The name of the corporation is Durango Arts Center Inc. (DAC)

##### Section 3. Formation

The corporation is organized as a nonprofit corporation under the Colorado Nonprofit Corporations Act and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

### **ARTICLE II**

#### *Directors*



Section 1. General Powers

The business and affairs of the Corporation shall be solely managed by a Board of Directors.

Section 2. Number and Classes

The authorized number of directors of the Corporation shall be not less than 10 or more than 20, as the Board of Directors shall in good faith determine from time to time.

The Board of Directors shall ideally consist of three classes of approximately equal size. One class, on a rotational basis, shall be elected each year at the annual meeting, or special meeting of the Board that has been called for that purpose. Each director shall serve for a term of three years and until his or her successor is elected.

Section 3. President of the Board

The President of the Board shall be elected by the Directors from their number at any meeting of the Board. The President, or other Officer selected by the board, shall preside at all meetings of the Board of Directors.

President shall also perform such other duties as may be directed by the Board.

Section 4. Election of Directors

Directors shall fill vacancies on the Board on recommendation of the Governance Committee. New Directors shall be elected by a majority of the Board, and may be re-elected for one additional consecutive term. After not serving for a period of one year, a Director may once again serve in accordance with these provisions.

Section 5. Resignation and Removal

A Director may resign at any time, or may be removed with or without cause by a vote of no less than two-thirds (2/3) of the entire Board of Directors.

A Director who is absent without cause from three consecutive regular (not special) meetings of the Board is considered to have resigned from the Board. The Director so removed may be reinstated by a vote of no less than two thirds of the entire Board.

Section 6. Vacancy

A vacancy may be filled for a Director's remaining term by a simple majority of the Directors present at a regular scheduled or special meeting of the Board that has been called for that purpose

**ARTICLE III**  
*Meetings of Directors*



## DAC Bylaws

### Section 1. Annual Meeting

The annual meeting of the Board of Directors, for the purpose of electing Directors, appointing officers, approving a budget for the year, and transacting other business shall be held in December of each year or at such other time as the Board of Directors may determine.

### Section 2. Regular Meeting

The Board of Directors must have at least 4 regular meetings annually during the calendar year. In addition, the Board of Directors may provide, by resolution, the time and place, for holding additional regular meetings.

### Section 3. Notice of Meetings

Regular meetings of the Board of Directors may be held without further notice after the calendar has been posted for the year.

### Section 4. Special Meetings

The person or persons calling a special meeting of the Board of Directors, shall, at least five (5) days before the meeting, give notice thereof by the usual means of communication (email, phone or mail). Such notice need not specify the purpose of the meeting, unless the purpose of the special meeting being called is to elect Board Members.

### Section 5. Quorum

Attendance of a majority of the Directors of the Corporation shall constitute a quorum for the transaction of business at a regular or special meeting.

### Section 6. Informal Action by Board of Directors

Should a majority of the Directors consent in writing to any action taken or to be taken by the DAC and the writing or writings evidencing their consent are filed with the Secretary of the DAC, the action shall be as valid as though it had been authorized at a meeting of the board.

### Section 7. Meetings by Telecommunication

Any or all of the Directors may participate in an annual, regular, or special meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE IV**

### *Officers*



## DAC Bylaws

### Section 1. Number

The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. In addition to the officers provided herein, the Board of Directors may create other offices and employ such personnel as in its discretion it deems necessary to accomplish the purpose and objectives of the corporation. Any two or more offices may not be held by the same person.

### Section 2. Election and Term

The principal officers of the corporation shall be appointed by the Board of Directors. Each officer shall hold office for a period of one (1) year. No person may be appointed to serve for more than three (3) successive terms in the office of President, or in the office of Vice-President. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Directors. The officers of the Corporation shall serve without compensation.

### Section 3. Resignation and Removal

An officer or agent may resign at any time by delivering notice to the Corporation. The Board of Directors may remove any officer at any time with or without cause.

### Section 4. President

The President shall be the principal executive officer of the Corporation and subject to the control of the board of directors. He/she shall serve as an ex-officio member of each of the committees established and shall direct, coordinate and assist in the activities of those committees. He/she shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments, which may be lawfully executed on behalf of the Corporation.

### Section 5. Vice-President

In the absence of the President, the Vice-President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

### Section 6. Secretary

The Secretary shall keep accurate records of the proceedings of all meetings of the Board of directors. He/she shall give all notices required by law and by these By-Laws.

Section 7. Treasurer The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The Treasurer chairs the Finance Committee, and is responsible for the Committee's actions to maximize income or other benefits from the funds and other assets available to the Corporation. Any checks written, or any other such documents obligating the DAC to debt, in an amount greater than ten thousand dollars (\$10,000) shall require the signature of both the Treasurer and the President. Instruments obligating the DAC to pay an amount less than ten thousand dollars shall only require the signature of the Treasurer.

### Section 8. Annual Retreat

The Board may hold an annual retreat that shall include but not be limited to revision and development of official policies of DAC and visioning for long-term goals.

### Section 9. General Expectations of the Board

All members of the Board shall be members in good standing of the corporation. They shall conduct themselves as fiduciaries of the corporation and avoid all conflicts of interest or appearances thereof.

## **ARTICLE V**

### *Staff*

#### Section 1 Executive Director

If appointed, an Executive Director shall serve as an authorized agent of the Board of Directors to do business for the Corporation, shall serve as the primary administrative officer of the Corporation, and shall in turn appoint such members of the staff as may be authorized by the Board of Directors and shall supervise and direct their activities subject to such limitations, policies or directives as may be prescribed by the Board of Directors. The Executive Director shall serve as an Ex-officio member of the Board of Directors without voting authority. The Executive Director may be removed with or without cause.

## **ARTICLE VI**

### *Standing Committees*

#### Section 1. Establishment

The Board of Directors shall establish certain committees, or task forces to concentrate upon, and carry out in conjunction with staff, various aspects of the Corporation's goals.

#### Section 2. Duties of Committees

Each committee shall act in accordance with the purpose set forth herein or by a purpose established by the board. Committees shall operate with due diligence and report progress to the board.

#### Section 3. Chair

A chair of each committee shall be elected by its members or appointment by the Board President. At least one Board Member shall serve as a liaison on each committee.

#### Section 4. Members

The members should have a familiarity or expertise with the area of concern of their committee. Each committee shall consist of no less than one board member and two additional individuals. Non-board members may serve on committees.

#### Section 5. Executive-Committee

This committee will be comprised of the Officers of the Board of Directors along with the Executive Director, if one exists. The President shall serve as the chair.



Section 6. Development Committee

This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the Corporation.

Section 7. Finance Committee

This committee will provide oversight of the Corporation's financial resources. The Treasurer will chair this committee.

Section 8. Advisory Board

This committee will provide guidance to the Board, staff, and to other committees created pursuant to this section or other entity as the Board and or staff determine at their own discretion. It is further understood that the Advisory Board does not hold any ability or power to govern DAC.

Section 9. Governance Committee

This committee will review board roles and responsibilities, determine board composition and nominate new board members, update board knowledge including designing board orientations, evaluate board effectiveness, and identify board leadership through officer nominations.

Section 10. Task Force(s)

The board may, from time to time, create certain task forces to address the needs of the organization as they arise. Such task forces may be temporary or permanent in nature, and shall be given a clearly defined purpose by the board upon establishment.

Section 11. Addition or Deletion

All committees or task forces function with the approval of the Board of Directors and may be deleted or added based on the needs of the organization.

**ARTICLE VII**

*Legal Standards of Conduct for All Directors*

Section 1. Powers

All corporate powers are exercised by or under the authority of the Board, and the affairs of the Corporation are managed under the direction of the Board. Each director must meet the following legal standards of conduct:

Section 2. Duty of Care

A director must discharge his or her duties in good faith and with the degree of diligence, prudence and skill which ordinarily prudent persons would exercise under similar circumstances in similar positions and in a reasonable manner expected to be in the best interest of the Corporation.

Section 3. Act in Good Faith



## DAC Bylaws

Directors may act in good faith by relying on financial information provided and represented to them to be correct by the Corporation's Executive Director, if one exists, its independent financial reviewers, or its Treasurer. This subjective standard is based on the background, experience, knowledge, qualifications and expertise of each Director, and looks at how a reasonable person would act in a similar situation.

### Section 4. General Duties

The Duty of Care also requires a Director to be attentive to Corporate business; to rely reasonably and properly on information supplied by Board committees, officers, employees and volunteers; to delegate management activities properly; and to comply with good business practices. Attention to Corporate business requires a director to be active and informed in directing the affairs of the DAC. Reliance on information provided to a Director is deemed reasonable if the Director has made inquiry in good faith into the accuracy and veracity of the information.

## **ARTICLE VIII**

### *Financial Transactions*

#### Section 1. Investments

The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of the exemption under section 503 or Section 507 of the Internal Revenue code and its regulations as they now exist or as they may be hereafter amended.

#### Section 2. Contracts

The officers of the Corporation are authorized to enter into contracts on behalf of the Corporation. Other Directors or paid staff may be authorized by the Board of Directors to enter into contracts or to otherwise commit the Corporation to action, subject to the Corporation's financial control policies.

#### Section 3. Funds

Funds of the Corporation shall be deposited in financial institutions selected by the Finance committee, with the approval of the Board of Directors.

#### Section 4. Insurance

The Board of Directors shall procure and maintain adequate liability and casualty insurance on the property of the Corporation. The Board of Directors shall also procure and maintain liability insurance for the acts of its Directors.

Section 5. Audit The Board of directors shall have an independent financial review of the performance of the Corporation. This review shall be conducted, and the report prepared, by an independent Certified Public Accountant selected by the Finance committee.



**ARTICLE IX**  
*Indemnification*

Section 1. Indemnity

The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation, against reasonable expenses actually incurred by the Director in connection with the proceeding. In addition, if an individual is made a party to a proceeding because the individual is or was a Director, officer, employee, or agent of the Corporation, the Board of directors may, to the extent permitted by law, authorize the Corporation to advance expenses to such individual and to indemnify such individual against liability incurred in the proceedings.

**ARTICLE X**  
*Amendments*

Section 1. Amendment

These By-laws may be amended by:

1. Approval at a properly constituted meeting of the Board of Directors, by a vote of no less than two-thirds of the Directors.
2. Ratification of the amendments, without modification, at the next regularly scheduled meeting of the Board of Directors.

Section 2.

No amendment may contain any provision inconsistent with the law or the Articles of Incorporation.

**ARTICLE XI**  
*Fiscal Year*

Section 1. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time and is currently January 1 to December 31 of any given year.

**ARTICLE XII**  
*Robert's Rules of Order*

Section 1. Conduct at Board Meetings

Unless specified to the contrary by adopted motion, Robert's Rules of Order shall apply.

**ARTICLE XII**  
*Dissolution*



## DAC Bylaws

Section 1. Transfer of Assets on Dissolution. If this corporation should be dissolved under the laws of the State of Colorado, all of the assets remaining shall be transferred to an organization or organizations which are exempt from taxation under Section 501(c)(3) of the U.S. Internal Revenue Code and any amendments thereto. If possible, such transfer will be made to such qualifying organization or organizations in the Durango, Colorado area which share the educational and literary goals of DAC and are exempt under the requirements of said Internal Revenue Code. In the event that such an organization does not exist in the Durango area, then said remaining assets shall be transferred to any of several organizations or agencies in the Durango, Colorado area which are tax exempt under the provisions of said Internal Revenue Code.