

BY-LAWS

of

CULTURAL CROSSROADS OF MINDEN, INC.^[1]

Revised January 2020

ARTICLE I: PURPOSE

This corporation is organized solely and exclusively for the purposes of encouraging, promoting, advancing, and conducting civic projects, fundraising projects, social, educational, recreational, and other nonprofit cultural activities. *Our mission is to “UNITE ALL PEOPLE THROUGH THE ARTS”* with the social belief and *'true culture is that which works for the social benefit of all.'*

ARTICLE II: MEMBERSHIP

SECTION 1. REGULAR & ANNUAL MEETING.

A. The annual meeting of the BOD shall be held in the last quarter of each year. Beginning with the year 2020, for the purpose of the transaction of such business as may come before the meeting. The Board of Directors Executive Committee shall designate the date, hour, and place of each meeting provided that meetings shall be held not more than 50 miles away from the City of Minden, Parish of Webster, in the State of Louisiana.

B. Regular meetings of the BOD will be held each quarter at a designated time and place.

SECTION 2. SPECIAL MEETING. Special meetings of the BOD may be called by the Executive Committee, the Board of Directors, or not less than one-tenth of the members having voting rights as specified in the Articles of Incorporation. The Majority of the Board of Directors may request a special meeting signed by the members of the Board.

SECTION 3. VOTING. Absentee voting or voting by proxy SHALL be allowed so long as proxy is submitted in writing to the president prior to the vote.

SECTION 4. QUORUM. A quorum shall consist of no fewer than **one-third** of the Board of Directors and Executive committee present.

SECTION 5. DUES. All members shall pay annual dues as follows:

Individual Membership	\$30
Family Membership	\$40
Small Business Membership	\$75
Corporate/Industry Memberships	\$150

Corporate members may appoint an employee as a representative of their firm.

SECTION 6. NON PAYMENT OF DUES. Nonpayment of dues or assessments upon reasonable notice of at least 90 days after the due date shall authorize the cancellation of membership by the Board of Directors. The Board of Directors may adopt from time to time such a policy for the reinstatement of members expelled or suspended under this section as it may deem advisable.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. NUMBER AND TENURE. The number of Board members may be no fewer than five (5), no more than eleven (11).

SECTION 2. MEETINGS. A regular quarterly meeting of the Board of Directors shall be held as provided by the By-Laws at the same place as the meetings of the members. The executive committee may meet monthly at a designated time and place to make recommendations to the full board for approval. Special meetings of the Board of Directors or the Executive Committee may be called by the President or any Executive Committee member. Only items on the agenda may be discussed at these meetings.

SECTION 3. QUORUM AND MANNER OF ACTING. A majority vote of the Board of Directors shall constitute a quorum.

SECTION 4. VACANCY. Any vacancy occurring in the Board of Directors shall be filled by appointment by the President until the next annual meeting unless otherwise stated in the By-Laws. A vacancy shall be considered valid for the following reasons: death, resignation, incapacitation, or missing two (2) consecutive quarterly Board meetings.

SECTION 5. REMOVAL. Any Director may be removed at any time by the affirmative vote of the majority of those voting at an annual, regular or special meeting of the members of the Board of Directors.

SECTION 6. ELECTION OF BOARD OF DIRECTORS. The Board of Directors shall be elected by members of Cultural Crossroads of Minden, Inc. at the last quarterly meeting with the time, date and place to be determined by the current Executive Committee.

ARTICLE IV; OFFICERS – EXECUTIVE COMMITTEE

SECTION 1. OFFICERS. The officers of the corporation shall be the President, Vice-President, Secretary, Treasurer, and the Director of membership.

SECTION 2. ELECTION OF OFFICERS. The officers of the Corporation are elected by a majority vote of members present at the annual meeting. Vacancies by an officer may be filled by the Board of Directors until the next annual meeting unless otherwise specified by the By-Laws.

SECTION 3. DUTIES. The duties of the officers shall be as follows:

A. **PRESIDENT:** The President shall be the Chief Executive Officer of the Corporation. He/She shall preside at all meetings of the membership, Board of Directors and Executive Committee meetings. He/she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are made effective. He/she shall have the power to sign and execute all contract bids, conveyances in the name of the corporation, upon the approval of the Board of Directors and to appoint discharge agents and employees, who have been authorized by the Board of Directors. He/she shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation. If the President is unable to attend, he/she may appoint any one of the Executive Committee to preside over the meeting and they shall have the power given to the President. They shall also have such duties as delegated by him/her by the Board of Directors. In the event that a member of the Executive Committee is not appointed by the President, the Treasurer will act as Presiding Officer.

B. **VICE PRESIDENT:** The Vice President shall act for the President in the absence of the President. And shall perform such other acts as the President may direct. The Vice President shall serve as the head of The Farm Management Team. He/she shall oversee all activities relative to the management, maintenance, and future development projects for The Farm (AKA: The Moess Center for the Arts & City Farm) as approved by the Board of Directors and/or the Executive Committee.

C. **TREASURER:** The Treasurer shall have charge of all funds of the Corporation and of its disbursements under the direction of the Board of Directors. He/she shall keep a record of all moneys received and paid out, making a financial report to the Executive Committee and Board of Directors at any time either choose to see it. On behalf of the corporation, he/she shall collect all checks, moneys, notes, and other obligations and shall deposit the same to the credit of the corporation in such bank(s) as designated by the Board of Directors and Executive Committee. He/she shall perform all acts incident of the position of Treasurer, subject to the control of the Board of Directors and Executive Committee. He/she shall chair the Finance Committee and serve or head the Grants committee.

D. **SECRETARY.** The Secretary shall keep the minutes of all meetings of the Board of Directors, membership meetings, Executive Committee Meetings, and all called meetings. This person shall attend to the giving and serving of all notices concerning the Corporation. This person shall see to it that copies of all minutes and letters are kept open to all members and at annual meetings, shall bring the By-Laws of the Corporation and Articles of Incorporation. All records are to be kept public except if that person has been instructed otherwise by the Board of Directors and/or the Executive Committee.

E. **Director of Membership.** The Director of Membership shall serve as the head of the Membership and Volunteers Committee. He/she will oversee all activities relative to membership and volunteer promotion and retention.

F. **CHAIRMAN OF THE BOARD EMERITUS--** See Resignation Letter.

SECTION 4. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Officers. The Committee shall meet at the call of the President, or at any time specified by the Board of Directors.

ARTICLE V: COMMITTEES

The President or the Executive Committee appoints a Chairperson for all standing Committees and any other committees with approval from the Board of Directors unless otherwise stated in the By-Laws. The President shall also ex-officio unless otherwise stated in the By-Laws.

A NOMINATING COMMITTEE: The President shall appoint a Nominating Committee prior to the general election, held at the annual membership meeting in the last quarter of the year. The Nominating Committee shall report to the Board of Directors and Executive Committee at a special or regular meeting called by the Board of Directors and/or the President. The Nominating Committee shall nominate and present to the Board of Directors persons for all vacancies on the Board of Directors and any vacancies among the officers as stated in the By-Laws. This committee shall consist of no fewer than three (3) members.

B FINANCE COMMITTEE: The Finance Committee shall be chaired by the Treasurer and shall have the duties of keeping all financial records and setting all budgets that are needed with the Corporation. The Finance Committee shall have no fewer than three (3) members. The Finance Committee shall be appointed by the President and approved by the Board of Directors and Executive Committee. The financial records of the Corporation shall be audited either by an Auditing Committee before each annual meeting or by the auditing firm selected by the Executive Committee.

C. SPECIAL COMMITTEES: Any other committees and chairpersons may be appointed by the President and approved by the Board of Directors at any time when deemed necessary.

ARTICLE VI: AMENDMENTS

SECTION I. AMENDMENT. These By-Laws may be amended and/or repealed by the members of the Corporation, By the Board of Directors with a majority vote, or by the Executive Committee subject to approval from the BOD. An amendment may be made by the Board of Directors by a majority vote at a meeting at which a quorum is present. Any such action made toward amending or repealing a By-Law shall be subject to change by the majority vote at a membership meeting. All amendments must be circulated to each member no more than ten (10) days after the meeting is held, whenever possible.

These By-Laws are adopted by the Board of Directors and Executive Committee and were made effective on the 17th day of January in the year of our Lord Two thousand and twenty (2020) for Cultural Crossroads of Minden, Inc.