



## **Ohio Arts Professionals Network Code of Regulations & Bylaws**

*Last Amended September 2023*

### **ARTICLE I - DEFINITION**

The legal name of this Corporation shall be the Ohio Arts Professionals Network (OAPN) and the principal office of this Corporation shall be located in Columbus, Ohio in Franklin County.

#### **Section 1.01. Definition**

The name of the Corporation is Ohio Arts Professionals 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.

### **ARTICLE II - MISSION AND PURPOSE**

OAPN is a professional association supporting the presentation of the performing arts in the region of the State of Ohio. OAPN serves a Membership of presenters, artists, and managers and affiliated organizations.

#### **Section 2.01 - Mission**

OAPN's mission is to support and grow the touring Arts & Culture industry in the region of the State of Ohio.

#### **Section 2.02 - Purpose**

A. To develop and share information on the selection, promotion, and presentation of the performing arts.

B. To facilitate bringing presenters and artists together in the best interests of the performing arts.

C. To provide opportunities for professional development.

D. To provide services to the Membership, including organizing meetings and workshops; providing unique profiles for members through the website, offering networking and communication opportunities, and other services.

## **Section 2.02 - Nonprofit Status**

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to make payments and distribution in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign literature on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1954 or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE III - MEMBERS**

### **Section 3.01 - Membership**

A. Membership shall be held by any individual or organization involved in the presentation of the performing arts including but not limited to performing artists, artist management agencies, presenters, service organizations, college students, and various businesses supporting the performing arts.

B. Honorary Membership may be conferred by action of the Board of Directors.

C. All questions as to eligibility for member status shall be decided by the Board of Directors.

D. Any member may resign upon written notice to the Board of Directors.

### **Section 3.02 - Dues**

The Board of Directors shall recommend dues for members subject to approval by majority vote at a meeting of the Board of Directors.

### **Section 3.03 - 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 3.04 - 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) through any Board of Directors-authorized communications equipment or in-person meeting and shall not be treated as members under the Ohio Nonprofit Corporation Law.

"Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

### **Section 3.05 - 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 the member.

### **Section 3.06 - Termination of Membership**

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

### **Section 3.07 - 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 IV - MEMBERSHIP MEETINGS**

### **Section 4.01 - Annual Meeting**

There shall be an annual meeting of the Membership between October 1 and November 30 of each fiscal year to elect members to the Board of Directors, and to transact other business as may be necessary.

### **Section 4.02 - Other Meetings**

Special meetings of the Membership may be requested by the President. In the absence of the President, special meetings of the Board will be requested by either the Vice President of the Board, Executive Director, or other officer of the Corporation.

### **Section 4.03 - Board of Directors Meetings**

No fewer than five (5) meetings will be held by the Board of Directors during the fiscal year for the purpose of conducting OAPN business.

## **ARTICLE V - BOARD OF DIRECTORS AND OFFICERS**

### **Section 5.01 - Composition**

The Corporation shall be governed by a Board of Directors, who are members in good standing, who shall have and exercise the usual powers of a business Corporation, which shall include the governance, business, legal, and otherwise allied objectives of OAPN. All decisions shall be consistent with its charter, code of regulations, and the laws of the State of Ohio. The Board of Directors of this Corporation shall consist of not fewer than 13 and not more than 17 voting members.

### **Section 5.02 - Officers**

Officers of the Corporation shall be members of the Board and shall include a President, a Vice President, a Secretary, and a Treasurer. The powers and duties of the officers shall be, as provided from time to time, by resolution or other directive of the officers of the executive committee. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The

Immediate Past President shall serve as an officer of the Corporation and sits on the Board in ex-officio, non-voting capacity. The Executive Director shall serve as an officer of the Corporation and sits on the Board in ex-officio, non-voting capacity.

### **Section 5.03 - Quorum**

At all meetings of the Board of Directors, all business shall be conducted by a quorum of the Board. A majority of the members of the Board shall constitute a quorum of the Board of Directors. All such actions shall be deemed to be the same action as taken by the full Board.

### **Section 5.04 - Board of Director Elections**

Directors shall be elected by a majority of the members through an election. Candidates for Board membership shall be nominated for office by a nominating committee. Any member who wishes to self-nominate, or nominate another member for consideration, may do so through any mechanism approved by the Board of Directors. Officers of the Corporation shall be elected from the current Board of Directors by a majority of the Board of Directors.

### **Section 5.05 - Terms of Office**

Directors shall be elected to office for a term of two (2) years, except in the case of their earlier death, resignation, or removal from office. A director may be elected up to three consecutive two-year terms but may not be elected to a fourth consecutive two-year term. After serving three consecutive two-years terms, a director may be re-elected to the Board after a lapse of one year.

### **Section 5.06 - Resignation**

A Board member shall submit his or her resignation in writing to the President. Upon the resignation of any Board member, the President may appoint a member to complete the unfulfilled term upon approval by a majority of the Board of Directors. The Membership will vote to confirm the appointed Board member when seeking a new term.

### **Section 5.07 - Dismissal**

Board members who do not fulfill the duties and obligations for which they are appointed can be dismissed by action of (2/3) vote of the Board. Board members missing two (2) Board meetings during the year may be dismissed by action of a majority of the Board.

### **Section 5.08 - Vacancies**

Upon any vacancy of any Board member, the President may appoint a member to complete the unfulfilled term upon approval by a majority of the Board of Directors. The Membership will vote to confirm the appointed Board member when seeking a new term.

## **ARTICLE VI - COMMITTEES**

### **Section 6.01 - 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. **Finance Committee** which oversees the finances of the Corporation.
3. **Nominating Committee** which oversees elections for the Corporation's Board of Directors.
4. **Development Committee** which is responsible for directing the Corporation's fundraising and membership recruitment efforts.
5. **Governance Committee** which is responsible for business related to the Corporation's governing documents and organization.
6. **Conference Committee** which is responsible for the planning and preparation for the Corporation's conference.

### **Section 6.02 - Executive Committee**

The Executive Committee of the Board of Directors shall consist of the officers of the Corporation who shall be the President, Vice President, Secretary and Treasurer. The Executive Director also serves on the Executive Committee in ex-officio, non-voting capacity. The Immediate Past President also serves on the Executive Committee in ex-officio, non-voting capacity. The Executive Committee shall be empowered to conduct Board business in an interim capacity until such time as the full Board can meet.

### **Section 6.03 - Committees and Advisory Groups**

The Board may create advisory groups and committees, consisting in whole or in part of non-Directors, as it deems desirable, and discontinue the same at its pleasure upon approval by a majority of the Board. 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. 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 6.04 - Committee and Advisory Group Membership**

With the exception of the Executive Committee, membership, appointments to, and the filling of vacancies on other Committees and Advisory Groups shall be determined by the Board of Directors. However, every Standing Committee must have at least two (2) Director members.

### **Article VII - OFFICERS**

#### **Section 7.01 - Officers**

Each year, the officers of the Corporation shall be at a minimum a President, Vice President, Secretary, and Treasurer. The Immediate Past President also serves as an officer of the Corporation and sits on the Board in ex-officio, non-voting capacity. The Executive Director shall serve as an officer of the Corporation and sits on the Board in ex-officio, non-voting capacity. 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.

#### **Section 7.02 - Appointment and Tenure**

The term of offices for President and Vice President shall be two (2) years, beginning and ending in alignment with the fiscal year, with the Officers-elect assuming their positions at the end of that term. The term of offices for Secretary and Treasurer shall be one (1) year, beginning and ending in alignment with the fiscal year, with the Officers-elect assuming their positions at the end of that term. Directors elected to Secretary and Treasurer may serve for two (2) consecutive years. Each Officer shall be elected from the Board by a majority vote of the Board of Directors at or near the Corporation's annual meeting.

#### **Section 7.03 - 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. chair the Executive Committee;
- c. appoint the chair of the Development Committee;
- d. 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 as the chair of the Nominating Committee;
- c. 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 Financial Policy outlined in the Board Manual;
- 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 upon the recommendation of the Board of Directors;
- f. chair the Finance Committee;
- g. serve on the Executive Committee; and
- h. perform other duties as assigned by the Board or President.

**5. Immediate Past President.** The Immediate Past President shall:

- a. serve as an ex officio, non-voting member of the Board of Directors;
- b. serve as an ex officio, non-voting member of the Executive Committee;
- c. chair the Governance Committee;
- D. 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 7.04 - 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 an amount set by the Board of Directors within the Financial Policy; shall be custodian of all records; shall perform such duties as may be prescribed by the Board of Directors; and shall submit to the Board of Directors, an annual report covering the operation of the executive office.

#### **Section 7.05 - 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 7.06 - 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 7.07 – Office Vacancies**

If an Office becomes vacant for any reason whatsoever, the President will submit a candidate already elected to the Board of Directors for the vacant office. The Board of Directors shall approve the successor by majority vote to hold such office for the unexpired term at a meeting held within thirty (30) days of such vacancy. In the event no elected Board member is available to assume the vacant role, the President may submit another member of the Corporation for consideration who has not been elected to the Board of Directors. In the event that the office of 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.

### **Article VIII – INDEMNIFICATION AND INSURANCE**

#### **Section 8.01 - 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 8.02 - 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.

### **Section 8.03: Board Manual**

The Corporation shall create and keep updated annually a board manual for all elected members of the Board of Directors and the Executive Director with organizational policies including but not limited to record keeping, fiscal policy, elections, budgets, strategic plans and other documents.

### **Article IX – FISCAL YEAR**

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

### **Article X – CONFLICT OF INTEREST**

#### **Section 10.01 - 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 an 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 10.02 - 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, 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 XI – 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 of the Corporation.

#### **Article XII - 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 XIII – DISSOLUTION**

### **Section 13.01 - Authorization**

Authorization to dissolve the Corporation shall take a two-thirds (2/3) majority vote of the Board of Directors at a meeting called by the ranking officer with at least one-week advance notice.

### **Section 13.02 - 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.