

Denver Art Society

Bylaws

Amended June 2, 2021

Denver Art Society Bylaws

ARTICLE I - NAME

This organization will be known as the Denver Art Society (the “Society”). The registered agent and registered office will be determined by a resolution of the Board of Directors. The main web site of the Society will be <http://denverartsociety.org>.

ARTICLE II - STATEMENT OF PURPOSE

We believe universal access to the arts is essential to sustaining a healthy society. Our mission is providing the Denver area and the Lincoln Park-La Alma neighborhood with barrier-free access to education in the arts, public spaces for exhibition and performances, and active community engagement. To this end, DAS shall operate various Projects, including but not limited to: The Denver Art Society Cooperative gallery and studios, the Denver Public Art University, and The Denver Performing Arts Cooperative.

ARTICLE III - STATEMENT OF VISION

Imagine a world in which every person has the ability to freely express themselves.

ARTICLE IV - THE BOARD OF DIRECTORS

Section 1. General Powers.

All corporate powers will be exercised by or under the authority of, and the business and affairs of the Society will be managed under, the direction of the Board of Directors.

Section 2. Number, Tenure, and Qualification.

The number of Directors of the Society will be at least seven (7) but not more than fifteen (15). Directors are selected according to the process specified in Section 3 below. Each Director will hold office until the expiration of his or her term as specified in Section 3 below, or until their earlier resignation, removal from office, or death.

Section 3. Selection.

A. Governance priorities.

The Board must comprise members with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of the Society. The Board and

its Directors are understood to act as fiduciaries with regard to the Society, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty.

B. Governance definitions.

"Community," as used in the Bylaws, will be defined by the Board, consistent with the mission statement. "Project," "Council," and "Committee," as used in these bylaws, will be defined by the Board, consistent with the mission statement, and will function as dependent entities that operate in coordination with, and under the supervision of, the Board to implement the mission statement.

C. Appointing new Directors.

i) One (1) seat on the Board shall be reserved for each of the Chairs of the Project Councils, or a designated representative thereof. These shall be referred to as "Council Directors."

ii) One (1) seat on the Board, may, at the Board's discretion, be given to an otherwise-qualified person who is not currently a member of the Society or its Projects. This person shall be referred to as the "Outside Director."

iii) Additional Directors-at-large shall be nominated by the Board and presented to the community for objection, at meetings in June and December of each year, or as required to maintain the minimum number specified in Section 2 of this Article (above). The Board shall call for volunteers from among the membership of DAS or its Projects, who have at least 6 months tenure as a DAS and Project member. The Board may set additional policies regarding qualifications for Directors, provided those are specified and attached in the Statement of Current Board Policies, Procedures and Definitions as set forth in Article X, Sect 4(a) - Appendices, below. In the event that a candidate is nominated who does not meet the requirements of Subsection (A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) appoint the candidate receiving the next most votes to fill the resulting vacancy, subject to this section and to Section 6 below. All Directors will serve two-year terms, and may be re-nominated for one (1) additional consecutive term.

Section 4. Meetings.

Meetings of the Board of Directors may be scheduled at such times and at such places as the Directors deem appropriate and will be conducted at least every second month. A quorum will consist of at least a majority of the entire Board. The Chair may call a special meeting of the Directors for any purpose upon notice being given at least ten days in advance of the meeting. Meetings may be held by electronic means such as telephone or email as long as all Directors are able to participate fully in any discussions with all the other members of the Board, and such meetings are recorded. Any meeting that is adjourned may be continued without the presence of a quorum of the entire Board as long as all the Directors are given reasonable notice of the time and place such adjournment will resume. A resolution signed by all the Directors will have the same force as if it were passed at a duly called meeting of the Board of Directors. A majority of the entire Board of Directors will constitute a quorum at any meeting of the Society. Draft Minutes of each Board meeting shall be provided to all Board Members for review within 7 days for comment and clarification. A final version of the Minutes shall be approved at, and no later than, the next regular Board Meeting.

A. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair of the Board, by the Vice-Chair or by any two Directors. The person or persons who call a special meeting of the Board of Directors may fix the place for holding such special meeting.

B. Notice.

Notice of any special meeting will be given at least ten (10) days before the meeting by written notice delivered personally, or by email, chat, or fax to each Director at his or her business address, unless in case of emergency, the Chair of the Board of Directors or the Vice-Chair of the Society will prescribe a shorter notice to be given personally or by communicating to each Director at his email address, residence or business address in like manner. Any Director may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

C. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors. Such actions will take the form of resolutions and will be included in the corporate records of the Society.

D. Presumption of Assent.

A Director of the Society who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken, unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

E. Constructive Presence at a Meeting.

A member of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or online, by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means will constitute presence in person at a meeting.

F. Action Without a Meeting.

Any action required by law to be taken at any meeting of the Directors of the Society may be taken without a meeting consistent with the consent procedures described herein.

G. Consent procedures.

1. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action receives the affirmative vote of the majority of the Board Members. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by the majority of the Board Members. Electronic signatures are acceptable.

2. Action taken under this section is effective when the action is affirmatively signed by a majority of the Board Members unless the consent specifies a different effective date.

3. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4. Any consent resolution which has not received affirmative votes from the majority of Board Members or has not received negative votes from the majority of the Board Members will be presented for a vote at the next board meeting.

5. Modifications to the bylaws or articles of incorporation can not be made with consent resolutions.

6. No individual Board Member, or combination of Board Members, who do not constitute a majority of the entire Board, shall have the power to veto, nullify, withdraw, cancel, or otherwise overrule any decision made by a majority of the entire Board.

Section 5. Resignations.

Any Director of the Society may resign at any time by giving written notice to the Board of Directors, to the Chair of the Board, to the Vice-Chair, or to the Secretary of the Society. Any such resignation will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

Section 6. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy will serve as a Director until the next scheduled Board approval vote as specified in Section 3(C) above, at which time they may be re-nominated for a full two-year term.

Section 7. Replacement of Board Members.

Should a Director resign, become incapacitated or otherwise be unable to serve, the remaining Directors may appoint an interim representative.

Section 8. Removal.

Any Director may be removed by a majority vote of the full membership of the Board.

Section 9. Delegation and Expenses.

A. Any action required or permitted to be taken by the Board of Directors under these By laws or any provision of law may be delegated by the Board to the Chair or to any committee of the Board.

B. Committees may include as committee members persons from the community and other professionals who are not Society or Project members, provided the membership of the committee is approved by the Board.

C. Directors may not be compensated for their roles as Directors. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Director will be employed or otherwise receive compensation from the Society for their duties as Directors.

Section 10. Voting Means.

Voting on all matters, including the nomination of Directors or election of Officers, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, wiki software, or other similar verifiable means, provided such means are available to all Directors. Proxy voting will only be allowed with prior notice to the Board.

Section 11. Reserved Powers.

The Board of Directors will be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the Society not inconsistent with these bylaws.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Number.

The Board of Directors will elect from among its members a Chair and Vice Chair. The Board of Directors will also elect a Secretary and Treasurer, who do not need to be Directors.

A. Chair.

The Chair will, when present, preside at all meetings of the Board of Directors. The Chair will have general supervision of the affairs of the corporation and will make reports to the Board of Directors at meetings and other times as necessary to keep Directors informed of corporation activities. The Chair may sign, with the Secretary or any other proper Officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Society, or will be required by law to be otherwise signed or executed. The Chair will in general perform all duties as from time to time may be

assigned to them by the Board of Directors. In the event of the Chair becoming permanently vacant, for any reason, the Board shall thereupon elect a new Chair from among any of the Board members, as designated in Section 4 (Vacancies).

B. Vice Chair.

The Vice Chair will perform the duties and have the powers of the Chair when the Chair will be temporarily absent or unable to perform their duties. Other duties of the Vice Chair may be designated by the Board of Directors or the Chair.

C. Secretary.

The Secretary will keep accurate records of all Society meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records and perform all duties of the office of the Secretary and such other duties as may be assigned by the Chair or the Board of Directors.

D. Treasurer.

The Treasurer will have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies, or other depositories as will be selected in accordance with the provisions of these bylaws; review the financial operations of the organization and advise with the Secretary on financial matters, including audits; make financial reports to the Board of Directors at regular and special meetings; and perform such other duties as assigned by the Chair or the Board of Directors.

E. No Officer, or combination of Officers, of DAS shall have the power to veto, nullify, withdraw, cancel or otherwise overrule any decision made by the majority of the Board of Directors.

Section 2. Term.

Officers will be elected for two-year terms of office by majority vote of the Board and may be re-elected at the expiration of their term.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by

the Board of Directors whenever, in its judgment, the best interests of the Society would be served thereby.

Section 4. Vacancies.

A vacancy, however occurring, in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Resignations.

Any officer of the Society may resign at any time by giving written notice to the Board of Directors, to the Board Chair, to the Vice-chair, or to the Secretary of the Society. Any such resignation will take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE VI - ASSETS

Section 1. Dedication of Assets.

The property of this Society is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Society will ever inure to the benefit of any Director, Officer or members thereof or to the benefit of any private individual or business.

Section 2. Distribution of Assets.

Upon the dissolution or winding-up of this Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society will be distributed to a nonprofit fund or foundation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

Section 2. Loans.

No loans will be contracted on behalf of the Society and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, will be signed by such officer or officers, agent or agents of the Society and in such manner as will from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Society not otherwise employed will be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII - INDEMNIFICATION

The Society will indemnify any Director or officer or any former Director or officer to the full extent permitted by law.

ARTICLE IX - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Society under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE X - MISCELLANEOUS

Section 1. Amendment.

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting or special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Section 2. Fiscal Year, Budget, Audit, and Review.

The fiscal year of the Society will be June 1 - May 31 of each year. The accounts of the Society will be audited annually by a Certified Public Accountant. On or before May 1 of every year, a Budget Committee shall present to the entire Board a proposed budget for capital and operating expenses, for the Society and each of its Projects, in the next fiscal year. The Board shall approve the budget before May 31 of each year.

Section 3. Delivery of Notices.

Whenever any notice is required by the bylaws, it will be deemed to be sufficient if mailed via first class mail to the last known address of the intended recipient or to the last known email address of the member. Such notice may be waived in writing by the intended recipient.

Section 4. Appendices

The following documents shall be attached to these Bylaws at all times as supporting information for, and expression and enabling of, these Bylaws, and Board actions taken thereunder:

- a) A Statement of Current Board Policies, Procedures and Definitions
- b) Charters for all DAS Projects in support of our Mission
- c) Charters for all DAS Project Councils
- d) Charters for all DAS Standing Operating Committees

Appendices may be updated or amended by Board majority vote without constituting an Amendment of the Bylaws themselves. In particular, the Statement of Current Board Policies, Procedures and Definitions SHALL be updated upon each election of a new Chair, or any time circumstances dictate a change in such policies, procedures or definitions. But superceded versions of that Statement shall remain in the Appendices as a historical record. In all cases where appendices and the Bylaws may conflict, the Bylaws shall be the controlling document.

BYLAWS

Denver Art Society finds these bylaws to be the active governing document for the organization.

Approved as amended by Board vote on 06/02/21, as witness to which, we, the Directors of the Denver Art Society, provide our signatures of Approval below.

Peter Murray
Jen Willoughby
Andy Perry
Andy Piper
Kim Guerrero
Curtis Bergesen
Ashley Allen
Lisa Pordon
Crystal McClain
Gem Boehm
Meredith Callan