



BYLAWS OF ART FOR LIFE'S SAKE

A Nonprofit Organization

Article 1

OFFICES

The principal office of the Corporation shall be in the State of Tennessee. The name of the Corporation is Art for Life's Sake. The registered office of this Corporation is 1920 Downing Street, Memphis, TN, 38117, in accordance with state law, and it shall be maintained continuously. The program site is located at the Rudi E Scheidt School of Music, University of Memphis, 3775 Central Avenue, Memphis, TN 38152. The Corporation may have offices at such other places within and without the State of TN as the Board of Directors may, from time to time, determine.

Article 2

MISSION and GOALS

The mission of Art for Life's Sake is to provide music education and arts access for young people. Visual and literary arts and social skills enhancement are address during after school and summer camps. The ultimate goal of this organization is to promote positive youth development through the arts. The vision of Art for Life's Sake is that every child's creativity and talent is nurtured in an environment that promotes the arts, skills development and artistic expression for an enriched childhood and productive future.

Article 3

DEFINITION OF WHO THE ORGANIZATION SERVES AND THE GEOGRAPHICAL AREA

The Corporation is organized to serve children and youth of Memphis and Shelby County without regard to their race, ethnic origin, religion, gender, socio-economic level, or disabilities.

Article 4

MEMBERS

Qualification: Membership is open to persons over the age of eighteen (18) whose visions are similar to the one described in Article 2 and who are interested in advancing the mission of this Corporation.

MEMBERSHIP CLASSES: There shall be two classes of Membership:

- **Voting Members:** The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation. A Voting Member may be removed only by an affirmative vote of at least eighty percent (80%) of all Voting Members and only for cause, acts inconsistent with Membership, or conviction of a felony, and only after an opportunity to be heard (unless the Member's whereabouts are unknown).
- **Nonvoting Members:** The Board of Directors may establish one or more classes of Nonvoting Members of this Corporation by resolution. From this point forward, all references to "Members" relate to Voting Members to govern the Corporation and not to Nonvoting Members.

ANNUAL MEETINGS: The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors or the President of the Corporation. The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. However, failure to hold a timely annual meeting, no later than thirteen months after the last annual meeting, shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

SPECIAL MEETINGS: Special meetings of Members may be called by the President or by a majority of the Board of Directors. The purpose of each special meeting shall be stated in the notice and shall include only purposes which are lawful and proper for Members to consider.

PLACE OF MEETING: The Board of Directors may designate any place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Tennessee. **Notice of Meeting:** Written notice, stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by phone call or email no less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President, of the Secretary, or the persons calling the meeting, to each Member of record entitled to vote at the meeting.

WAIVER OF NOTICE: A written waiver of notice, signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member objects to the transaction of any business because the meeting is not lawfully called or convened.

ACTION WITHOUT MEETING: Any action of the Members may be taken without a meeting, without prior notice, and without a vote, if consent in writing setting forth the action so taken is signed by a majority of Members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, a notice, fairly summarizing the actions, must be given to those Members who have not consented in writing.

VOTING RECORD: If the Corporation has ten (10) or more Voting Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If a demand is made by any Member in person or by proxy that the requirements of this section have not been complied with, the meeting shall be adjourned until the requirements are met.

MEMBER QUORUM AND VOTING: A majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members – unless otherwise required in the Articles of Incorporation. When a specified item of business is required to be voted on by a class of Members, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by laws or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting, from time to time, without further notice until a quorum is present.

VOTES: Each Voting Member shall be entitled to one vote on each matter subjected to a vote at a meeting of Members.

PROXIES: Every Member entitled to vote at a meeting of Members, or to express consent or dissent without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Article 5

BOARD OF DIRECTORS

General Powers: Subject to the limitations of the Articles of Incorporation, these Bylaws and the Tennessee Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Number, Qualification, Election, and Tenure: The number of Directors shall be the number of Directors elected, from time to time, in accordance with these Bylaws, but shall never be less than three (3). The number of Directors may be increased or decreased from time to time by election in accordance with the Bylaws. The Directors need not be Members of this Corporation or residents of the county where the principal office of the Corporation is located. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Annual Meetings: The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required.

Regular Meetings: Regular meetings of the Board of Directors may be held without notice at each time and at such place as shall be determined from time to time by the Board of Directors.

Special Meetings: Special meetings of the Board of Directors may be called by the President of the Board or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Tele-Conference Meetings or Conference Calls: Directors may participate in meetings of the Board of Directors by means of a tele-conference, conference calls, speaker phones or similar communications equipment, by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting. **Action without Meeting:** Any action of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken and signed by all of the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Notice of Waiver: Notice of any special meeting shall be given at least three (3) days prior thereto, by written notice delivered personally, by email or mail, or by telegram to each Director at his address. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of

such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Quorum and Voting: A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting, from time to time, without notice until a quorum is present.

Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members.

Removal: At any meeting of Members called expressly for this purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Members. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings on which such removals are voted.

Presumption of Assent: A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Article 6

OFFICERS

Officers: The Officers of this Corporation shall be a President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board, Vice President, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Secretary, or Treasurer shall not affect the existence of the Corporation.

Election and Term of Office: The Officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may occur. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided, whichever occurs first.

Removal: Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served thereby.

Vacancies: Vacancies in offices may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Duties: The President of the Board shall preside at all meetings of the Board of Directors and of the Members. The President shall be the Chief Executive Officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Salaries: No Member of the Board of Directors is paid a salary or receives benefits.

Delegation of Duties: In the absence, or disability of any Officer of the Corporation for any reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Article 7

EXECUTIVE AND OTHER COMMITTEES

Creation of Committees: The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Executive Committee: The Executive Committee shall consult with and advise the Officers of the Corporation in the management of organizational affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Other Committees: Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Meetings: Regular meetings of the Executive Committee and other committees may be held without notice, at such time and at such place as shall from time to time be determined by the Executive Committee, or such other committees, and special meetings of the Executive Committees or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee.

Vacancies: Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Quorum: At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Manner of Acting: The acts of a majority of the members of the Executive Committee, or other committees present at any meeting at which there is a quorum, shall be the act of such committee.

Minutes: The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Article 8

BOOKS, RECORDS, AND REPORTS

Report to Members: The Corporation shall send an annual report to the Voting Members of the Corporation no later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation.

Inspection of Corporate Records: Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand, stating the purpose thereof, to examine and make copies from the relevant books and record of accounts, minutes, and records of Members of the Corporation. Financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Tennessee, shall be kept for at least five years, and shall be subject to inspection during business hours by any Voting Members, in person or by agent.

Article 9

NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers. No Member of the Corporation has any vested right, interest, or privilege in or to the assets, property, functions or activities of the Corporation. The following limitations are imposed on the powers conferred on this Corporation under state law:

- In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidations of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit, or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organization created and operated for nonprofit purposes similar to those of the Corporation.
- 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 and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this charter. 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 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 the United States or (b) by a Corporation's contributions which are deductible under Section 170 (c)(2) of the Internal Revenue Code of the United States.
- Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

Article 10

FISCAL YEAR

The fiscal year of the Corporation is July 1 to June 30 of the following year as determined by the Board of Directors of the Corporation.

Article 11

INDEMNIFICATION

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the State General Corporation Act and the 1954, Section 501 (c)(3), Not for Profit Corporation Act.

Article 12

AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors, provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the Members, or a new Bylaw, in lieu thereof, may be adopted by the members. No Bylaw which has been altered, amended, repealed, or adopted by such a vote of the Members may be altered, amended, or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the Members.

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