

AIWM CONSTITUTION, BY-LAWS and MISSION STATEMENT – February 2016  
with amendments proposed 9/12/17

ARTICLE I: NAME AND LOCATION

The name of this organization shall be and is THE ARTS INSTITUTE OF WESTERN MAINE, also known as ARTS INSTITUTE OF WESTERN MAINE, d.b.a. ArtsFarmington. The area served by this Institute shall be the Western Mountains and Lakes of Maine

ARTICLE II: PURPOSE

The purpose of this organization is to promote, to sponsor, and to provide artistic events and academic endeavors. The organization seeks to strengthen the role of the arts in the community, in collaboration with our affiliate, the University of Maine at Farmington.

MISSION STATEMENT: ~~The Arts Institute of Western Maine's mission is to inspire, educate and entertain the community in Western Maine through involvement with arts events that appeal to all ages and interests. We are committed to affordability and community participation through memberships and sponsorships. We believe that diverse arts experiences and support of local artists give vitality to community life.~~ The mission of ArtsFarmington, an affiliate of the University of Maine at Farmington, is to inspire, enrich and entertain the communities of the greater Farmington area by presenting a broad array of affordable, high-quality arts events. We believe that diverse arts experiences, featuring both local and non-regional artists, give vitality to community life.

MOTTO: ~~Be entertained. Get inspired. Feel connected~~ "Arts Inspire!".

ARTICLE III: MEMBERSHIP

Any person shall be eligible for membership upon payment of a yearly contribution, according to membership levels in place at that time. Members will be notified of the organization's activities by mail and/or electronic means. Any other qualifications for membership that may, from time to time, be set by the Board of Directors (who must also be members, see Article V) should always be conducive to the broadest possible participation on the part of the people residing in the general area served by the Institute.

ARTICLE IV: MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS. Beginning with 1973, there shall be an annual meeting of the members of the Institute on a date agreed upon by the Board of Directors preferably in the first three (3) months of the year, at such time and place as the board of directors shall order.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members of the Institute shall be held at the call of the President, or of a majority of the Board of Directors, or

whenever a group of at least ten members in good standing shall make a request in writing to the Secretary, stating the purpose of the proposed meeting.

SECTION 3. NOTICE OF ~~ANNUAL MEETINGS~~S. Written notice of the annual meetings, or special meeting, stating the time and place thereof, shall be communicated by -mail or electronic means by the Secretary to each member at least fourteen (14) days prior to the date of the meetings.

SECTION 4. QUORUM. At all meetings a simple majority of the Board of Directors shall constitute a quorum. When a quorum is not present, the meeting will be re-scheduled **until such time as a quorum is available**. Passage of motions shall be carried by a simple majority of voting members present except as noted in Article XII.

SECTION 5. PRESIDING OFFICER. All meetings shall be presided over by the President, or, in his/her absence **the Vice President**, or a substitute selected by the President or by directors present.

#### ARTICLE V: THE BOARD OF DIRECTORS

Beginning with the year 1973, the membership shall elect a Board of Directors of not less than nine (9) nor more than fifteen (15), who are to be generally representative of the membership constituency and **are** AIWM members. Thenceforth, one third (1/3) of the directors shall be elected -or re-elected, -by the membership at the annual meeting of the Institute. The term of a director shall be three years. Directors are eligible for re-election.

#### ARTICLE VI: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have charge of the entire management and control of the business and affairs of the Institute, and is hereby vested with all of the powers of the Institute, unless otherwise specifically limited by these by-laws or by the laws of the State of Maine. Without limiting the generality of the foregoing provision, said Board of Directors shall have power to determine what disposition shall be made of all income and funds received by the Institute, what sum or sums shall be reserved for working capital, and for other purposes. Such determination by the Board of Directors shall be final and conclusive.

Decisions as to distribution of funds funds less than or equal to \$2,000 shall be made by a majority vote of the Board at any regular meeting of the Board. Decisions as to the distribution of funds in excess of \$2,000 shall be made by two-thirds of the Board of Directors present at the meeting: provided, however, that any distribution of assets or funds shall be prescribed for an organization exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 and provided further that the Board of Directors shall at least distribute such part of the current income or past accumulation of income within the meaning of Section 501(c)(1) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

#### ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members, and at the same place. No formal notice of this meeting shall be required, other than this by-law.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held, as required, and as called by the President or a majority of the Board of Directors. Reasonable notice of such meetings shall be given by normal and usual information channels.

SECTION 3. QUORUM. At all meetings of the Board of Directors, a simple majority of the duly-elected Board of Directors shall constitute a quorum. A majority vote of board members present shall be required for the passage of all motions except as noted in Article V. In the event of that a quorum is lacking, routine decisions, as determined by the President, may be made by e-mail vote. Passage by e-mail vote shall require a unanimous vote of all current duly-elected members of the Board of Directors.

SECTION 4. PRESIDING OFFICER. All meetings shall be presided over by the President, or in his/her absence the Vice President, or a substitute selected by the directors present.

SECTION 5. All meetings of the Board of Directors shall be open to the membership.

#### ARTICLE VIII: MODE OF ELECTION

~~All~~ Each new directors shall be elected by the membership at the annual meeting and will take office immediately upon receiving a ~~plurality~~ majority vote. In the event of a vacancy created by the loss of a member of the Board during his/her term, the Board of Directors may elect a replacement, who is a member in good standing of The Arts Institute of Western Maine, to serve on the Board until the next annual meeting of the membership.

#### ARTICLE IX: OFFICERS

The officers of the Institute shall be President, Vice President, Secretary, Treasurer, and such other officers as a vote of the members shall determine. All officers must also be duly-elected members of the Board of Directors. These officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Such officers shall give ninety days' notice in the event of resignation from that office. Vacancies in any office may be filled for the unexpired term by the Board of Directors.

The officers shall perform such duties as customarily pertain to their respective office and such other duties as may be prescribed from time to time by the Board of Directors. ~~The Treasurer shall be bonded by the Institute's insurance policy.~~

#### ARTICLE X: PROHIBITED ACTIVITIES

No part of the net earnings of the Institute shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Institute shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes designated. No substantial part of the activities of the Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Institute shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these by-laws, this Institute shall not take any action or carry on any activity prohibited by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), or by an organization, 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 Revenue law). The tax year shall be the same as the calendar year.

#### ARTICLE XI: DISSOLUTION

Upon the dissolution of the Institute, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Institute, any funds or assets accumulated will revert to the University of Maine at Farmington, a public educational institution at Farmington, Maine, for the purpose of arts programming.

#### ARTICLE XII: AMENDMENTS

These by-laws may be altered or amended by a ~~majority~~-vote of ~~the 2/3rds of the~~ members present at any meeting of the membership, provided that a 14-day 30-day notice has been delivered and a quorum is present.