DRAFT – REVISED REDLINE VERSION

Mount Kisco Arts Council

Principal Office: 104 East Main Street, Mount Kisco, NY 10549
Date: 9/2/2025

PRIVILEGED AND CONFIDENTIAL
ATTORNEY WORK PRODUCT

BYLAWS

OF
MOUNT KISCO ARTS COUNCIL

ARTICLE I – Name, Purposes and Powers, Offices

Section I.1 Name.
The name of the corporation is **Mount Kisco Arts Council** (the “Corporation”).

Section I.2 Purposes and Powers.
The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.

Section I.3 Offices.
The principal office of the Corporation shall be located at **104 East Main Street, Mount Kisco, NY 10549**. The Corporation may maintain additional offices at such other places within or outside New York State as the Board of Directors of the Corporation (the “Board”) may from time to time designate.

ARTICLE II – Membership

The Corporation shall have no members.

ARTICLE III – Board of Directors

Section III.1 Power of the Board of Directors.
The Board shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section III.2 Qualifications of Directors.
Each director shall be at least eighteen years old. A director need not be a resident of New York State.

Section III.3 Number of Directors.
The Board shall consist of a minimum of three and a maximum of nine directors. Within these specified limits, the number of directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent director. The term "Entire Board" means the total number of directors elected as of the most recently held election of directors, plus any directors whose terms have not yet expired.

Section III.4 Election and Term of Directors.
The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. Thereafter, directors' terms shall be staggered into three classes as nearly equal as possible. Each director shall serve a term of three years and until a successor is elected. Adjustments to the number of directors shall be apportioned to maintain nearly equal classes.

Section III.5 Vacancies and Newly-Created Directorships.
Vacancies occurring for any reason and newly-created directorships shall be filled by majority vote of the directors then in office and serve until the next annual meeting at which directors are elected.

Section III.6 Resignation.
Any director may resign at any time by delivering notice to the President or Secretary via writing or email. The resignation takes effect when delivered unless a later effective date is specified.

Section III.7 Removal.
A director may be removed for cause by affirmative vote of **two-thirds of the Entire Board** at a meeting with a quorum present. **Causes** may include failure to attend more than three consecutive meetings without majority approval of the Board, violation of conflict-of-interest policy, or conduct materially detrimental to the Corporation.

Section III.8 Meetings.

- Annual meetings: Election of directors and officers, Treasurer's report, other business.
- Regular meetings: Times and places fixed by the Board.

- Special meetings: Called by the President, Executive Director, or written request of at least one-fifth of the Entire Board.

Section III.9 Notice of Meetings.
Notice shall be sent via email or mail at least five (5) calendar days before annual or special meetings. Notice must include date, time, place, and agenda.

Section III.10 Quorum.
A quorum shall be **5 Board members**. If a quorum is not present, a majority of those present may adjourn the meeting.

Section III.11 Remote Participation in Meetings.
Participation via phone, video, or other communications constitutes presence for quorum and voting purposes.

Section III.12 Action at a Meeting.

- **Directors may not vote by proxy.**
- Unless otherwise provided, the affirmative vote of a majority of directors present, if a quorum is met, shall be the act of the Board.
- Certain actions require **two-thirds of the Entire Board**:
    - Sale, lease, exchange, or disposition of all/substantially all assets
    - Purchase of real property constituting all/substantially all assets
    - Merger, consolidation, or dissolution
    - Revocation of voluntary dissolution
    - Approval of employee serving as President of the Board

Section III.13 Action without a Meeting.
Action may be taken without a meeting if all members consent in writing or email; consents filed within minutes.

Section III.14 Organization of Meetings.
The President presides; the Secretary records minutes. In absence of a Secretary, the presiding officer appoints one.

Section III.15 Compensation of Directors.
Directors serve without compensation except reimbursement for reasonable expenses. Reasonable compensation for non-director services may be authorized by the Board.

ARTICLE IV – Committees

Section IV.1 Committees of the Board.
The Board may create committees, appoint members, and delegate authority except for the following:

- Filling vacancies on Board or committee
- Fixing Board/committee compensation
- Amending or repealing Bylaws
- Approving Certificate of Incorporation amendments
- Authorizing sale, lease, exchange, or disposition of assets
- Adoption of merger/consolidation/dissolution plan
- Election or removal of officers/directors

Committees must keep minutes, report to the Board, and serve at the pleasure of the Board. Alternate members may replace absent members.

Section IV.2 Committees of the Corporation.
Advisory committees may include non-directors; serve at pleasure of Board; advisory only.

ARTICLE V – Officers

Section V.1 Officers.
Officers may consist of **the President, one or more Vice Presidents, a Secretary, a Treasurer, and other officers** as determined by the Board.

Section V.2 Election, Term, and Qualifications.
Officers elected by the Board from directors at annual meetings; serve one-year terms; may hold more than one office except Chair cannot also be Secretary/Treasurer. Employees may serve as Chair only with two-thirds approval of the entire Board.

Sections V.3–V.5 Resignation, Removal, Vacancies
Resignation in writing/email; removal by Board with or without cause; vacancies filled by Board for unexpired term.

Sections V.6–V.9 Duties of Officers

- **President:** Presides at meetings; general supervision
- **Vice President:** Acts in absence of President; other duties as assigned
- **Secretary:** Maintains minutes, notices, records, other duties
- **Treasurer:** Financial records, deposits, reports, compliance, annual report

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ARTICLE VI – Financial Matters and Records

- Fiscal year: January 1 – December 31
- Board selects depositories and authorized signers
- Books and records maintained at principal office
- No loans to directors or officers

ARTICLE VII – Personnel

- Board may employ Executive Director and other personnel
- Board determines authority, duties, and compensation

ARTICLE VIII – Advisors

- Board may appoint advisors or an Advisory Council at its pleasure
- Advisory Council members do not vote or bind Corporation

ARTICLE IX – Conflicting Interest Transactions

- Board adopts and oversees conflict-of-interest policy
- Annual disclosure statements required

ARTICLE X – Indemnification and Insurance

- Corporation may indemnify directors/officers to fullest extent allowed by law
- Expenses may be advanced with undertaking to repay if not entitled
- Corporation may maintain insurance

ARTICLE XI – Amendments to Bylaws

- Bylaws may be amended by **two-thirds vote of directors present at a meeting with quorum**.

Adopted on ________________

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Secretary