

**VERNON FILLEY ART MUSEUM FOUNDATION  
THIRD AMENDED  
BYLAWS**

WHEREAS, the Vernon Filley Art Museum Foundation duly adopted Bylaws on the twentieth day of August, 2007;

WHEREAS, new Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof pursuant to Article VII of the Bylaws;

WHEREAS, the Bylaws as adopted required revision in order to update and conform them to the current structure of the Vernon Filley Art Museum Foundation;

WHEREAS, the Board of Directors have adopted the following revised version of the Vernon Filley Art Museum Foundation SECOND Amended Bylaws and hereby revoke all previous versions of the Bylaws.

NOW WHEREFORE, the Vernon Filley Art Museum Foundation's duly adopted Bylaws are as follows:

**ARTICLE I  
MISSION STATEMENT**

Vernon Filley Art Museum Foundation will collect, preserve and exhibit art for public education and cultural enhancement.

**ARTICLE II  
MEMBERSHIP, DUES AND VOTING**

1. **Membership.** The Membership in the Vernon Filley Art Museum Foundation shall be open to all persons interested in furthering the purposes of the Foundation.

2. **Membership Dues, Structure and Privileges.** Membership dues, structure, and privileges shall be as prescribed by the Board of Directors.

3. **Changes in Membership Dues, Structure and Privileges.** The Board of Directors shall have the power to change the amount of dues, the membership structure, and privileges at any time the Board deems necessary or advisable.

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**4. Member Voting.** Every Member of the Vernon Filley Art Museum Foundation is entitled to one vote in any election, referendum, membership meeting, and for the election of each Director. In the case of a Family Membership, each family shall have one vote, except where the family has paid for additional Individual Memberships. No voting by proxy shall be permitted.

**5. Membership year.** Membership in the Vernon Filley Art Museum Foundation shall be as prescribed by the Board of Directors.

**6. Meetings of Voting Members.** The Annual Meeting of the Members shall be held on the first Tuesday of May in each year at an hour to be determined by the Board of Directors at their March meeting each year. At the annual meeting, reports of the affairs of the Foundation shall be considered, and any other business may be transacted which is within the power of the Members.

Notice of each Annual Meeting shall be given to each Member entitled to vote personally or by U.S. mail or by electronic communication, including but not limited to by way of email or website or other means of written and electronic communication. All such notices shall be sent to each Member entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

**7. Place of Meetings.** All Annual Meetings of Members and all other meetings of Members shall be held at the principal office of the Foundation unless another place is designated by the Board of Directors.

**8. Special Meetings.** Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the Chair or by the Board of Directors. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for Annual Meetings of Members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

**9. Voting.** Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at meetings, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held.

**10. Quorum.** The presence in person of the Members present at any meeting shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting may continue to do business until adjournment.

**11. Inspection of Corporate Records.** The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any Member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to the



interests of the Member.

**12. Inspection of Bylaws.** The Foundation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the Members' at all reasonable times during ordinary business hours.

### ARTICLE III BOARD OF DIRECTORS

The governing body of the Foundation shall be a Board of Directors, elected by the general Membership from the Foundation's Membership list.

**1. Composition of the Board.** The Board of Directors shall be composed of not less than 7 nor more than 21 Members. In addition, the Chair may appoint one Student Member for a term of one year.

**2. Election.** All Directors shall be elected by Members of the Foundation. The Board of Directors shall appoint a nominating committee and propose a slate of Potential Directors for the members to vote on at the Annual Meeting using a procedure chosen by the Officers, except as provided herein.

**3. Term of Office.** Directors shall be elected to a three-year term with three to seven Director positions open for election each year. A Director may be elected to a second successive term but shall not then be eligible for re-election to the Board of Directors until one (1) year after the expiration of the second term. In order to stagger the terms of the current Directors, upon the effective date of these SECOND Amended Bylaws, the Directors shall ask for volunteers or draw lots to determine which individuals shall serve for an initial term of one, two, or three years.

**4. Ex-Officio Members.** The Chair of the Foundation, following the expiration of his or her term of office on the Board of Directors, may remain an ex-officio Member of the Board for one year as the immediate Past-Chair. There shall be no other ex-officio Member of the Board of Directors.

**5. Removal and Replacement.** If a Director is absent from three consecutive Board meetings without good reason, the Board may, by a 2/3 vote of the entire Board, dismiss the Director from service on the Board. If a Director is dismissed or resigns, the remainder of the Board of Directors shall either replace the director or leave the position vacant. If the Board elects to replace the Director, it shall nominate replacement candidates and shall vote on a replacement Director from the list of nominees. The replacement Director's term shall only be for what remains of the replaced Director's term.

**6. Powers of the Board of Directors.** The Board of Directors shall have and exercise all such powers as are customary for directors of a business corporation and shall be responsible for the



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immediate government and direction of the affairs of the Foundation. The Board shall make all rules, regulations, and policies which it deems necessary or proper for the management of the Foundation and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the Articles of Incorporation and the Bylaws of this Foundation.

**7. Policies.** The Board of Directors shall maintain written policies of the Foundation to govern areas not otherwise expressed in the Bylaws. Policies can be adopted and amended from time-to-time as required by a simple majority of the Board of Directors.

**8. Memorials and gifts.** The Board of Directors is empowered to accept memorials or special purpose gifts in any amount at any time.

**9. Duties of Board Members.** Each Director must be a dues-paying Member of the Vernon Filley Art Museum Foundation; must attend all regular board meetings, the annual general Membership meeting; and must share in the responsibilities associated with Vernon Filley Art Museum Foundation events and exhibitions.

**10. Time and Place of Meeting.** Regular and special meetings of the Board of Directors shall be held at any time and place which has been designated from time to time by resolution of the Board or by written consent of all Directors of the Board. In the absence of such designation, all meetings shall be held at the principal office of the Foundation.

**11. Organizational Meeting.** Immediately following each Annual Meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of Officers, and the transaction of other business. Notice of such meeting is hereby waived.

**12. Other Regular Meetings.** Other regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby waived.

**13. Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair or, if he/she is absent or unable or refuses to act, by the secretary or by any other Director. Notice of such special meetings, unless waived by attendance or by written consent to the holding of the meeting, shall be given by written notice mailed or electronically mailed at least five (5) days before the date of such meeting or be hand-delivered. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Director at his residence or usual place of business.

**14. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. Such consents to or approval of any action taken by the



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Board may be communicated by FAX signature or by email. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**15. Quorum.** A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

**16. Meetings by Telephone.** The Board of Directors of the Foundation, or any committee designated by the Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

**17. Votes and Voting.** All votes required of Directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one Director. Each Director shall have one vote.

**18. Inspection of Books and Records.** Any Director shall have the right to examine the Foundation's Membership ledger, a list of its Members entitled to vote and its other books and records for a purpose reasonably related to such Director's position as a Director.

**19. Fees and Compensation.** Directors shall not receive any fee or salary for their services as Directors, but may be reimbursed for expenses upon prior approval by the Board of Directors.

#### ARTICLE IV OFFICERS

The Officers of the Vernon Filley Art Museum Foundation Board of Directors shall consist of a Chair, Vice-Chair, Recording Secretary, and Treasurer.

**1. Election.** Officers shall be elected by a majority of the Directors voting by written ballot at the first meeting of the Board of Directors following the election of the Directors.

**2. Term of Office.** All Officers shall be elected for a term of two years, and shall serve until their respective successors are elected. An Officer may be elected for subsequent terms.

**3. Eligibility.** All Directors of the Board who are a Member in good standing are eligible to run for and hold an Officer position.

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**4. Replacement.** Any Officer may be removed, either with or without cause, by a majority of the Directors at any regular or special meeting of the Board. A Director may be appointed by the Board to serve the remainder of the term of any vacant Office by a simple majority of the remaining Directors, or, a Director may be appointed by the Board to serve as an Interim Officer for an amount of time specified by the Board.

**5. Duties of Officers.** In addition to the specific duties prescribed herein, the duties of the Officers of the organization shall be those that usually pertain to their respective offices, or are assigned to them respectively as deemed advisable by the Board of Directors of the Foundation.

(a) **Chair.** The Chair is the official representative of the Vernon Filley Art Museum Foundation and oversees all of its functions and activities. The Chair shall preside at all meetings of the general Membership, the Board of Directors, and the Executive Board, and shall be an ex-officio Member of all committees.

(b) **Vice Chair.** The Vice-Chair shall assume all duties of the Chair in case of the latter's absence and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(c) **Secretary.** The Secretary shall cause to be kept a book of minutes of all meetings of the Board of Directors and Members, a Membership ledger showing the names of the Members and their addresses, and shall give or cause to be given, notice of all of the meetings of the Members and the Board of Directors, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(d) **Treasurer.** The Treasurer shall review processed monthly bills once a month and assist in preparation and review of financial statements and shall co-sign all accounts payable over the amount of \$1500 and any checks paid to board, officers, or staff.

(e) **Other Officers.** The Board of Directors may appoint such other Officers as the business of the Foundation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time specify, and shall hold office as determined by the Board of Director.

**6. Executive Board.** An Executive Board shall consist of the Officers plus the immediate Past Chair. The Executive Board shall meet in person at least once annually. Duties shall include; (1) to act as the Personnel Committee of the Board and perform the annual evaluation of any hired staff.; (2) and to act in other capacities as directed by the Board from time to time.

**7. Fees and Compensation.** Officers may be paid for their services as determined by the Board and reimbursed for expenses upon prior approval by the Board.

## ARTICLE V COMMITTEES

**1. Appointment of Committees.** The Board of Directors shall have the power to create any committee deemed necessary to promote the mission of the Vernon Filley Art Museum



Foundation.

**2. Organization of Committees.** Any committee appointed by the Board of Directors shall be composed of interested Vernon Filley Art Museum Foundation Members. Nonmembers may serve as consultants for a specific technical need. The chair of each committee must be a Member of the Board of Directors. The chair of each committee is responsible for the organization of the committee and for scheduling and directing meetings and business of the committee. The chair is responsible for reporting the work of the committee to the Board of Directors, and to interpret appropriate Board action to the committee.

**3. Term of Committee Service.** Tenure of committee memberships shall be determined within the committee, according to the interests and needs of both the Members and the committee, with the approval of the Board of Directors.

**4. Collections and Management Committee.** A Collections and Management Committee shall be a standing committee composed of only board and staff members and shall have such duties as shall be assigned by the Board of Directors, including the accessioning of art and deaccessioning of art, provided, nothing donated from Mrs. Emily M. Filley shall be deaccessioned in violation of the terms of the Agreement for Donation of Works of Art, dated December 19<sup>th</sup>, 2012, by and between Emily M. Filley, Warren V. Filley, and Stan Reimer, Chair of the Vernon Filley Art Museum Foundation.

## **ARTICLE VI STAFF, OFFICE, EXPENDITURES**

**1. Staff.** The Board of Directors shall have the power to employ such staff as it deems necessary to carry out the mission of the Vernon Filley Art Museum Foundation. Salary, hours, duties and other conditions of such employment will be determined by the Board of Directors, in accordance with any appropriate provisions of these Bylaws.

**2. Office.** The location of the office of the Vernon Filley Art Museum Foundation shall be within the city limits of Pratt, Kansas, at such location as the Board of Directors may from time to time determine, with the provision that the organization shall maintain at all times a mailing address, a telephone number, and a central office for official files.

**3. Expenditures.** Supervision and control of the expenditures and commitments of Foundation funds shall be exercised by the Executive Board, and all transactions including deposits and withdrawals shall be made with the knowledge of the Treasurer.

## **ARTICLE VII MISCELLANEOUS**

**1. Fiscal Year.** The fiscal year of the Vernon Filley Art Museum Foundation shall be from April 1 through March 31 of the following year.

**2. Rules of Order.** The rules contained in Robert's Rules of Order shall govern the Foundation and the Board of Directors in all cases in which they apply and in which they are not inconsistent with these Bylaws.

**3. Parliamentarian.** The Chair may appoint a parliamentarian to serve at any meeting, as deemed necessary or advisable, or such appointment may be requested by a majority of the Board of Directors.

**4. Contracts, Deeds, Etc., How Executed.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

## **ARTICLE VI DISSOLUTION**

Upon the dissolution of this Foundation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board shall determine.

## **ARTICLE VII AMENDMENTS**

New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the bylaws for the annual election of Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the Board of Directors shall be given to each Member entitled to vote personally or by U.S. mail or by electronic communication, including but not limited to by way of email or website or other means of written and electronic communication, within ten (10) days after the date of such amendments by the Board.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Vernon Filley Art Museum Foundation, a Kansas not-for-profit corporation; and


(2) That the foregoing bylaws, comprising eight (8) pages, constitute the THIRD Amended Bylaws of said corporation, as duly adopted at the Board of Director's meeting duly



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held on the \_19th\_\_\_\_ day of June, 2018.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 19th day of June 2018.

  
Secretary