

# CLEVELAND VERSES BYLAWS

## ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Cleveland Verses.

## ARTICLE II. CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

Cleveland Verses is dedicated to promoting the local artist community while benefiting the city's residents through the granting of proceeds to an organization agreed upon by the Board of Directors. Cleveland Verses hopes to turn artists and the community into activists by raising money and awareness about the various issues affecting the Cleveland community in order to support organizations and efforts working to better our city.

Funds shall be raised through several means, including but not limited to the recording and selling of compilation albums by local bands, proceeds from concerts and benefit shows and the sale of merchandise produced both by Cleveland Verses and partnerships with local artists.

The specific objectives and purpose of this organization shall be:

- a. to provide an opportunity for local musicians and artists to work together and celebrate the city that has fostered their talent.
- b. to promote the idea that Clevelanders should stay engaged in their community and give back to help better Cleveland.
- c. to provide opportunities for Cleveland residents to engage in local art and musical events.
- d. to sponsor, host and/or participate in events and activities that promote the creative Cleveland community.

## ARTICLE III. BOARD OF DIRECTORS

### Section 1. Terms

All board members shall serve two-year terms and are eligible for re-election at the end of their term. There shall be no term limit for board members.

### Section 2. Meetings

The board shall meet quarterly at a minimum, at an agreed upon time and place. Meeting details will be sent out by the vice-chair at least two weeks in advance by phone or email.

### **Section 3. Voting Procedures**

All agenda items that shall require a vote at an upcoming board meeting shall be sent to the vice-chair no less than three days in advance of the meeting so that they may be included on a written agenda. A simple majority of board members present at the meeting or attending the meeting via phone will be sufficient to pass each individual item requiring a vote. Members will not be able to vote by phone or writing if they are not present at the meeting when voting takes place.

### **Section 4. Board Elections**

During the last quarter of each calendar year of the corporation, the board of directors shall elect members to replace those whose terms will expire at the end of the calendar year if they do not seek re-election. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

### **Section 5. Election Procedures**

New board members shall be elected by a majority of members present at such a meeting, provided there is a quorum present. Members so elected shall serve a term beginning on the first day of the next month. The number of Directors shall be fixed from time-to-time by the members but shall consist of no less than three (3) nor more than twelve (12).

### **Section 6. Quorum**

A quorum must be attended by three board members for business transactions to take place and motions to pass.

### **Section 7. Officers and Duties**

There shall be four executive committee officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair will send out meeting announcements and convene special meetings as they see fit. The chair shall serve as the creative lead on recruiting artistic participants in fundraising and community activities. The chair shall assist in developing a fundraising plan and researching grantee organizations.

The vice-chair shall serve as the lead of fundraising activities for the organization, manage grant funding procedures, collect nominations for new board members, assist with annual report preparation and record all relevant board actions and meetings, including the taking of minutes at board meetings. The vice-chair will distribute copies of minutes and the agenda to each board member and assure that the organization's records are maintained.

The secretary shall be responsible for overseeing ethics compliance, will review credit card statements and will make periodic audits of financial records, policies and procedures. The secretary will be tasked with collecting signed conflict of interest policies from all board members. The secretary shall assist the chair in the creation of marketing materials and language for the organization's website and social media platforms.

The treasurer shall present a financial report to the board on a quarterly basis. The treasurer assists in the preparation of the budget and financial statements, helps develop fundraising plans, prepares yearly taxes and the annual report and makes financial information available to board members and the public. The treasurer is also responsible for all other financial record keeping of the organization.

### **Section 8. Vacancies**

When a vacancy on the board exists mid-term, the vice-chair must receive nominations for new members from present board members two weeks in advance of a board meeting. In the instance that the vice-chair is the vacating member, the chair will receive nominations. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacant board member's term.

### **Section 9. Resignation, Termination, and Absences**

Resignation from the board must be in writing and received by the chair. Board members shall be terminated from the board due to two or more unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths or greater vote of the remaining members.

### **Section 10. Special Meetings**

Special meetings of the board shall be called upon the request of the chair, or a simple majority of the board. Notices of special meetings shall be sent out by the chair to each board member at least three days in advance.

### **Section 11. Compensation**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursements of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

## **ARTICLE IV. – Dues and Fiscal Year**

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board by the treasurer showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. Board members are not required to make an annual dues payment or donation to the organization.

## **ARTICLE V. – Conflict of Interest**

### **Section 1: Purpose**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **Section 2: Violations of the Conflicts of Interest Policy**

- a. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, such as a vote on removal from the board or having duties taken away as the voting board members see fit.

### **Section 3. Annual Statements**

Each board member shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Cleveland Verses is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 6. Periodic Reviews**

To ensure Cleveland Verses operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subject:

- a. Whether partnerships, joint ventures, and arrangements with partner organizations conform to Cleveland Verses written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 7. Use of Outside Experts**

When conducting the periodic reviews Cleveland Verses may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE VI. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of Ohio, the corporation shall indemnify any director, officer, employee or former member, director, officer or employee of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or employee, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or employee, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE VII. BOOKS AND RECORDS**

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

## **ARTICLE VIII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of the meeting. As required by the Articles, any amendment of the Articles shall require the affirmative vote of all directors then in office.

## **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

### **ADOPTION OF BYLAWS**

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Garrett Komyati, Chair – Cleveland Verses

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Elizabeth Whitis, Vice-Chair – Cleveland Verses

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Daniel Krancevic, Treasurer – Cleveland Verses

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Holden Kovach, Secretary – Cleveland Verses