

CONSTITUTION OF THE MID AMERICA PRINT COUNCIL

ARTICLE I. NAME OF THE ORGANIZATION

The name of this eleemosynary corporation shall be the "Mid America Print Council."

* eleemosynary = pertaining to charity

ARTICLE II. CONSTITUTION

The Mid America Print Council will be governed by this Constitution and its Bylaws. The Constitution of the Mid America Print Council (MAPC), its Bylaws and amendments thereof shall be kept on file with the Secretary of State of Indiana.

ARTICLE III. PERIOD OF EXISTENCE

The period of existence and the life of this corporation shall be perpetual.

ARTICLE IV. PURPOSES

The Purpose of the corporation shall be to educate the public and promote awareness and appreciation of the art of making original prints, books, hand-made paper, and drawing. The corporation shall be a resource to educational and non-profit organizations, universities, and the public at large, providing for the exchange of technical and critical information on the art of printmaking.

These goals shall be furthered through conferences and workshops; through the organization, display, and circulation of exhibitions of original prints, books, hand-made paper, and drawings; through newsletters, and journal articles; through awards given to those deserving special recognition for lifetime contribution to printmaking; and through research, study, and general enjoyment of the arts.

The corporation shall be organized to achieve these educational and scientific purposes fully within the meaning of section 501(C)3 of the Internal Revenue Code of 1986 (and corresponding provisions of any further United States Internal Revenue Law), and shall not engage in any activities that are not in the furtherance of these purposes.

ARTICLE V. MEMBERSHIP

Membership in the organization shall be extended to all persons and organizations interested in the creation and furtherance of print media arts.

ARTICLE VI. OFFICERS

(1) OFFICERS - The Officers of this organization shall be a President, two Vice-Presidents, a Secretary, Treasurer, and Membership Chair, elected by simple majority vote of the membership in good standing of the organization during a biennial conference of the organization. The Officers shall serve terms beginning at the close of the regular biennial conference at which they were elected, and ending at the close of the regular biennial conference held in the second year thereafter.

(a) PRESIDENT - The President shall be responsible to the membership of the organization and the Executive board, as provided for in the Bylaws of the organization. Should the President resign or be unable to fulfill their duties they shall be succeeded by another member in this order: (1) the First Vice-President, (2) Other Vice-Presidents in their order of succession, (3) the Secretary, and (4) the Treasurer. Should no person remain in this order a President shall be named by the Executive Board to complete the unexpired term; at the succeeding annual Members' Meeting, the membership may confirm the appointed President or elect another President to complete the original unexpired term, but in any case a President shall be elected and begin serving as provided by this Constitution in the same year that other officers are elected.

(b) VICE-PRESIDENT - The Vice-President shall be responsible to the membership of the organization and the executive board, as provided for in the Bylaws of the organization. Since there is more than one Vice-President, the organization shall at the time of election of Officers designate the order of succession of Vice-Presidents as "First Vice-President", "Second Vice President", and so on through the remaining Vice-Presidents.

(c) SECRETARY - The Secretary shall be responsible to the membership of the organization and the executive board, as provided for in the Bylaws of the organization. Should the Secretary be unable to fulfill their office or resign, the President shall appoint a Secretary from the membership of the organization, subject to the approval of the Executive Board.

(d) TREASURER - The Treasurer shall be responsible to the membership of the organization and the executive board, as provided for in the Bylaws of the organization. Should the Treasurer be unable to fulfill their office or resign, the President shall appoint a Treasurer from the membership of the organization, subject to the approval of the Executive Board.

(e) VICE-PRESIDENT II - The Vice-President II must be a resident of the State of Indiana and shall be responsible to the membership of the organization and the Executive board, as provided for in the Bylaws of the organization. Vice-President II is the successor to the Vice-President. Should the Vice-President II be unable to fulfill their office or resign, subject to the approval of the Executive Board the President shall appoint a current Board Member that is a resident of Indiana if available; if there is no Board Member that resides in Indiana the President will appoint the Vice-President II from the membership of the organization.

(f) MEMBERSHIP CHAIR - The Membership Chair shall be responsible to the membership of the organization and the executive board, as provided for in the Bylaws of the organization. Should the Membership Chair be unable to fulfill their office or resign, the President shall appoint a Membership Chair from the membership of the organization, subject to the approval of the Executive Board.

(g) SOCIAL MEDIA CHAIR - The Social Media Chair shall be responsible to the membership of the organization and the executive board, as provided for in the Bylaws of the organization. Should the Social Media Chair be unable to fulfill their office or resign, the President shall appoint a Social Media Chair from the membership of the organization, subject to the approval of the Executive Board.

(2) NOMINATING COMMITTEE - A Nominating Committee of three members elected in the year between elections shall propose nominees for offices in the organization. In any election the chair will allow nominations from the floor prior to calling for any vote.

(3) INDEMNITY OF OFFICERS - The Officers of the organization are indemnified from personal responsibility for debt and legal action in relation to the organization when properly acting in the name of and on behalf of the organization, in accordance with this Constitution and the Bylaws and with the laws of this locality, the State of Indiana in which the organization is chartered, and of the United States of America.

ARTICLE VII. EXECUTIVE BOARD

(1) COMPOSITION - The Executive Board of the organization shall consist of all current and all immediate past Officers of the organization expressing a willingness to serve in such capacity, together with four Members-at-Large, including two students, elected by the membership during the biennial conference Members' Meeting. Terms of voting members of the Executive Board end at the close of the biennial conference in the second year following their seating. The Secretary of the organization shall maintain the roll and the minutes of the Executive Board. One half of the voting members of the Executive Board shall constitute quorum at its regular meetings.

(2) **AUTHORITY** - The Executive Board shall not have any authority normally reserved to the entire membership of the organization.

ARTICLE VIII. CONFERENCES AND MEETING

(1) **BIENNIAL CONFERENCE** - A biennial conference of the organization shall be held at a time and place to be decided by the Executive Board of the organization, subject to the approval of the membership. The conference shall include activities, which shall be consistent with the stated purposes of the organization.

(2) **OTHER MEETINGS** - Other meetings of the Organization shall be held in accordance with the provisions of the Bylaws.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the organization, the residual assets of the organization will be turned over to another organization which is itself exempt from Federal Income Tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any prior or future Internal Revenue Service Code which organization appears most likely to carry out the purposes of this corporation, or to the Federal, State, or local government for exclusively public purposes.

BYLAWS OF THE MID AMERICA PRINT COUNCIL

[Approved January 27, 1992]

[Amended 11/1/1996]

[Amended 9/26/2014]

[Amended 10/4/2018]

[Amended 10/3/2020]

[Amended 10/15/2022]

1. MEMBERSHIP

- (A) Any member who has not paid their annual dues is considered inactive and shall not be permitted to vote on any business coming before the association until such dues are paid.
- (B) Any member who is delinquent in dues will be removed from the active membership roll of the website and organization, but the organization will maintain information about inactive members.

- (C) Categories of membership in the organization and their requirements shall be established by the Executive Board and approved by the voting members of the Board. Membership categories must include Life Membership, Regular Individual Membership, and Student Individual Membership. Additional membership tiers will be maintained as deemed necessary by the board.

2. OFFICERS

- (A) The officers of this organization shall be a President, two Vice-Presidents, a Secretary, Treasurer, Membership Chair, and Social Media Chair, elected by simple majority vote of the membership in good standing of the organization-voting during the Members' Meeting of a biennial conference of the organization. The officers shall serve terms beginning at the close of the regular biennial conferences at which they were elected, and ending at the close of the regular biennial conference held in the second year thereafter.

- (1) **PRESIDENT** - The President shall be responsible to the membership of the organization and the Executive Board, as provided for in the Bylaws of the organization. The President shall serve as ex-officio member of all committees of the organization.

Should the President resign or be unable to fulfill their duties they shall be succeeded by another member in this order: (1) the First Vice-President, (2) Other Vice-President in their order of succession, (3) The Secretary and (4) the Treasurer. Should no person remain in this order a President shall be named by the Executive Board to complete the unexpired term; at the succeeding annual Members' Meeting, the membership may confirm the appointed President or elect another President to complete the original unexpired term, but in any case a President shall be elected and begin serving as provided by this Constitution in the same year that other officers are elected.

- (2) **VICE-PRESIDENT** - The Vice-President shall preside at any meeting of the organization in the absence of the President. Should there be more than one Vice-President, the organization shall at the time of election of officers designate the order of succession of Vice-Presidents as "First Vice-President", "Second Vice-President", and so on throughout the remaining Vice-Presidents.
- (3) **SECRETARY** - The Secretary of the organization shall keep the minutes of the organization and may act in the stead of the President at any meeting of the organization should both the President or a Vice-President be unable to preside. Should the Secretary be unable to fulfill their office or resign, the President shall appoint a Secretary from the membership of the organization, subject to the approval of the Executive Board.
- (4) **TREASURER** - The Treasurer shall have charge of all monies of the organization

and shall receive and disburse monies as allowed and directed by the President and the Executive Board, and shall maintain the financial records of the organization. Should the Treasurer be unable to fulfill their office or resign, the President shall appoint a Treasurer from the membership of the organization, subject to the approval of the Executive Board.

- (5) VICE-PRESIDENT II - The Vice-President shall preside at any meeting of the organization in the absence of the President or Vice-President. The Vice-President II must be a resident of the State of Indiana. The Vice-President II is responsible for filing taxes with the state of Indiana and the IRS. They are also responsible for keeping the record of the past tax filings, and making sure all records are correctly filed with the Secretary of State of Indiana.
 - (6) MEMBERSHIP CHAIR - The Membership Chair will coordinate membership by interfacing with the membership, web team, and treasurer as needed. The Membership Chair will direct member questions to the appropriate people; work to ensure conference registrants are active MAPC members; facilitate membership developments as directed by the President and the Executive Board; produce a biannual member report for the board; and maintain the membership documents of the organization. Should the Membership Chair be unable to fulfill their office or resign, the President shall appoint a Membership Chair from the membership of the organization, subject to the approval of the Executive Board.
 - (7) SOCIAL MEDIA CHAIR - The Social Media Chair shall represent the organization on relevant outward-facing digital media channels, interfacing with board members and committee chairs to coordinate mass communication and relevant promotional efforts. Should the Social Media Chair be unable to fulfill their office or resign, the President shall appoint a Social Media Chair from the membership of the organization, subject to the approval of the Executive Board.
- (B) NOMINATING COMMITTEE - A Nominating committee of three is elected by the executive board in the year between officer elections. The nominating committee will consist of one former board member plus two members in good standing. The nominating committee calls for nominations from the membership via email before proposing their nominations prior to the annual Members' Meeting.
- (1) Any Mid America Print Council (MAPC) member in good standing may be nominated to serve on the board, and stand for election to the Executive Board. Members who self-nominate must send a bio, a CV (or a statement of background/qualifications) and statement of intent to the Nominating Committee. Those wishing to nominate a candidate should provide a letter of support for the nominee in question. Upon acceptance of their nomination, the nominee must send a bio, a CV (or a statement of background/qualifications), headshot, and statement of intent. Bios, headshots, and statements of intent will be included in an official election roster shared with membership alongside the final ballot. Accordingly, bios,

headshots, and statements should be sent with an understanding that they will be publicly distributed, with statements and bios adhering to a word count determined in advance by the nominating committee and board.

(2) The Nominating Committee then proposes a list of qualified candidates based on nominations submitted by members in good standing. The final list of selected candidates is presented to the membership via email prior to the conference Members' Meeting and election. All members in good standing are eligible for voting online.

- (C) INDEMNITY OF OFFICERS - The officers of the organization are indemnified from personal responsibility for debt and legal action in relation to the organization when properly acting in the name of and on behalf of the organization, in accordance with this Constitution and the Bylaws and with the laws of this locality, the State of Indiana, in which the organization is chartered, and of the United States of America.
- (D) Any Mid America Print Council (MAPC) member in good standing may be allowed to serve on the board, and stand for election to the executive board.
- (E) The Nominating Committee shall make an open call for nominations from the membership before proposing their nominations at the Member's Meeting.

3. DUTIES OF THE OFFICERS

- (A) The President presides at all meetings of the organization. The President shall serve as an ex-officio member of all committees of the organization.
- (B) The Vice-President shall preside at any meeting of the organization in the absence of the President.
- (C) The Secretary of the organization shall keep the minutes of the organization and may act in the stead of the President at any meeting of the organization at which the President and Vice-President are not present. The Secretary is responsible for taking the roll at all meetings of the organization.
- (D) The Treasurer shall maintain the financial records of the organization by maintaining an accurate ledger of all its monies. The treasurer shall have charge of all monies of the organization and shall receive and disburse monies as allowed and directed by the President and the Executive Board.
 - (1) The Treasurer shall file an annual report by January 30 of each year to the President and the Executive Board, who shall publish it to the membership at the annual Members' Meeting, said report to account for all monies; in any event the President shall receive the annual report in a timely manner so that they may file

the organization's tax return on or before the nonprofit tax deadline, May 15 of each year.

- (2) The Treasurer shall maintain the organization's bank accounts as the President and the Executive Board may direct, and shall share signatory power with the President for checks and financial obligations of the organization as provided for in the Bylaws.

4. EXECUTIVE BOARD

- (A) **COMPOSITION** - The voting members of the Executive Board of the organization shall consist of all current and all immediate past officers of the organization expressing a willingness to serve in such capacity, together with four members-at-large, including two students, elected by the membership at the annual Members' Meeting. Terms of voting members of the executive board end at the close of the biennial conference in the second year following their seating. The secretary of the organization shall maintain the roll and the minutes of the Executive Board. One half of the voting members of the executive board shall constitute a quorum at its regular meetings.
- (B) **AUTHORITY** - The Executive Board shall not have any authority normally reserved to the entire membership of the organization.
 - (1) The approval of the Executive Board shall be required for the following:
 - (a) Siting and scheduling of any biennial conference or regular Members' Meeting of the organization.
 - (b) The expenditure of monies over \$200.00, other than one seed grant to the host of the biennial conference of \$2000.00 or 25% of the profits from the previous conference whichever is higher.
 - (c) Any action which may endanger the eleemosynary or other legal status of the organization.
 - (d) Any appointment by the President of a member to act on behalf of the organization in conducting business, which shall be construed to mean the commitment of the organization to the payment of bills or the fulfillment of contracts.
 - (e) Their advice and approval may be sought at any other time deemed necessary by the President.
- (C) The Executive Board shall meet during the biennial conference prior to the Members' Meeting in addition to other appropriate times.

(D) The Executive Board may name non-voting Associate Members of the Executive Board, such members to serve from the time of their approval until the close of the conference held in the second year thereafter unless they are reappointed. Associate Members may attend any meeting or executive session of the Executive Board.

(E) Should there be no voting Executive Board member from any of the following regions, The Executive Board shall name an Associate Member from that region:

Region I: North Dakota, South Dakota, Wisconsin, Minnesota

Region II: Iowa, Kansas, Nebraska, Colorado, Wyoming, Missouri

Region III: Michigan, Indiana, Ohio, Illinois, Kentucky

(F) As the organization is chartered in the State of Indiana, should there be no member of the Executive Board who is a resident of the State of Indiana, the Executive Board shall name an Associate member who resides in the State of Indiana.

(G) Resolution in the absence of a quorum can be achieved by any of these means:

(1) Absent members may confirm by phone.

(2) Absent members may confirm by letter or email.

(3) Absent members may confirm by proxy, whose vote is considered binding.

5. MEETINGS

(A) Should no annual Members' Meeting be held in a timely manner to confirm the choice of a conference site, the decision of the Executive Board becomes final and must be published to the membership at the earliest opportunity.

(B) A Members' Meeting of the organization shall be held as a prominent event of each biennial conference and may conduct all business of the organization.

The date, time and place of such meeting shall be approved by the Executive Board and clearly stated in all schedules and announcements of the conference, such announcements to be sent to the membership at least six weeks in advance of the conference. Those attending this meeting shall constitute a quorum for the conduct of business. A roll in the form of signatures of those present shall be taken by the Secretary and kept as part of the organization's records.

(C) An interim annual Members' Meeting of the organization shall be held at a site and time agreed upon by the executive board. The President shall inform the organization of the date, time and place of this meeting. A quorum of this meeting shall be those in attendance at the meeting, roll being taken by the chair in the form of signatures of those present. The chair of this meeting shall provide for the taking of

minutes, which shall be delivered as soon as possible to the Executive Board. Any action taken by this meeting shall be duly published to the membership and is subject to the approval of the membership at the Members' Meeting of the organization at its biennial conference, or may be overridden by unanimous vote of the Executive Board, unless the interim meeting show by its roll that it was attended by a simple majority of the membership in good standing.

- (D) A meeting of the organization may be called at any time by the President on approval of the Executive Board; or by a simple majority of the Executive Board; or by a simple majority of the members of the organization. Upon receipt of a specification in writing setting forth the date, time, place, and purpose of such proposed meeting and the signatures of the authorizing authority as specified above, the Secretary shall prepare, sign, and mail notices of such meeting at the organization's expense. Notification by means of the organization's newsletter in unambiguous form shall be sufficient. No meeting, so arranged, may conduct business binding upon the organization unless it be attended by a simple majority of the membership in good standing. Should no officer be present at such a meeting present members shall elect a chairperson by simple majority. The chairperson shall provide for the taking of minutes and a roll by signature of such meeting and shall duly submit these minutes to the Secretary.

6. CONFERENCES

- (A) The site for any proposed biennial conference shall be approved by the Executive Board. This decision is subject to the approval of the membership at any annual Members' Meeting.
- (B) CONFERENCE PROFITS 50% of profits, not including membership fees will be distributed to the sponsoring institutions to be divided and used as they see fit. 50% of profits, not including membership fees, will be distributed to MAPC.
- (C) The organization guarantees a two thousand dollar seed grant to the next conference sponsors, or 25% of the previous conference profits, whichever is higher.

7. PUBLICATIONS

- (A) The organization will produce an annual publication, all issues of which will be available for digital download on MAPC's website to all members in good standing.
- (B) The publication will be educational in nature.
- (C) The managing editors will be appointed for a three year term by the Executive Board.

8. MAPC OPERATING FUND

- (A) The Treasurer shall keep all assets of the organization in a liquid account upon which checks, electronic payments, or transfers may be drawn, which shall be designated the "Mid America Print Council Operating Fund."
- (B) The minimum or maximum balances to be held in the accounts of the organization shall be determined by the Executive Board and approved by the membership as part of the financial report to the organization at the regular Members' Meeting.
- (C) In no case shall the organization default on any legitimate debt if there are funds held by the organization in any account, including the Reserve Fund.

9. EXAMINATION OF RECORDS

- (A) Any member in good standing may request to examine the financial and administrative records of the organization, such examination to be allowed but provided for at the expense of the member making the request.
- (B) The records of the organization will be available digitally for examination following the biennial conference of the organization.

10. BUDGET

- (A) The Executive Board shall prepare and present a budget for each fiscal year to the membership at the annual Members' Meeting prior to that fiscal year.
- (B) Line items in the budget shall include seed grants to approved conference sites; ceilings on spending for any purpose; and known expenses for support of the organization's activities.
- (C) The Executive Board may approve the raising of any ceiling on any line item in the interval between annual Members' Meeting but will notify the membership of the organization of any such raising of a limit; such action in raising a limit is subject to the approval of the membership at any regular Members' Meeting.
- (D) The fiscal year shall run from January 1 to December 31.

11. REMOVAL OF OFFICERS, BOARD MEMBERS AND APPOINTEES

- (A) Any Officer of the organization, or any appointee of any officer, or any member of the Executive Board may be removed from office or relieved of responsibilities as the case may be, by the following procedure:
- (1) A request to consider the removal of any person from duties with the organization must be submitted to a member of the Executive Board other than one under consideration for removal, such request to bear the signatures of ten members of the Organization in good standing.
 - (2) The member of the Executive Board to whom the request is presented shall present copies of it to the voting members of the Executive Board and a copy of the request to the person whose removal is to be considered, such person then having the opportunity to deliver a statement in writing and / or to appear to the members of the Executive Board.
 - (3) If the request for the removal from office or duties of the person in question is deemed to have merit by at least seven voting members of the Executive Board, the Board shall deliver to the person in question a letter signed by those seven members of the Executive Board, which shall remove the person in question from duties with the organization.
 - (4) The Executive Board shall confirm any Officer as provided for by the Constitution to fill the place of any officer suspended, and shall name a member in good standing to fulfill the duties of any other person removed from duties with the organization.
 - (a) Grounds for removal shall consist of violations of the Bylaws or Constitution.

12. AMENDMENTS OF BYLAWS

- (A) An amendment can be proposed by any member of the Executive Board.
- (B) An amendment must be confirmed by a quorum of the Executive Board.
- (C) Amendments must be published and distributed to the membership.
- (D) An amendment must be overturned by a simple majority of the membership at the biennial conference Members' Meeting.