**BYLAWS OF ART TO CHANGE THE WORLD, INC.**

This instrument constitutes the bylaws of Art To Change The World, Inc., a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

**ARTICLE I
ORGANIZATIONAL MEMBERSHIP**

Section 1.1 Purpose

The specific purpose of the non-profit, Art To Change The World, Inc., is to create opportunities for partnerships to defend human and civil rights and to protect the environment and build a safe and nurturing community for all people who seek to live a considered life and meet at the intersections of art and science. The Foundation will partner with artists, scientists, educators, change makers and supporters to pursue funding and advancement of social practice art exhibitions and events. The purpose of these events and exhibitions is to provoke discussion, reflection and action on a wide variety of topics including, but not limited to, Social Equality, Recovery, Agricultural Practices and Water Quality.

Section 1.2 Definition: The mission of ACW is to build a supportive community of voices who aspire to encourage change through positive knowledge, collaboration, and sometimes humor. We seek artists, scientists, educators, change makers, and all supporters to meet us at the intersection of art and natural and social sciences.

Section 1.3 Joining Art To Change The World is done through invitation or by joining as a member.

Section 1.4 Dismissal Board of Directors Member

1. Absences from 2 scheduled Board meetings
2. Obtaining money/services from Art To Change The World donor in Conflict of Interest with Board duties
3. Disrespecting other members of Art To Change The World. If you have an issue with a member – approach the member first. If further resolution is needed- approach the Director or Board of Director Chair.
4. Political lobbying or other activity in the name of Art To Change The World which might threaten ACW’s non-profit status. For example: Breaking a community standard of decency standard. Participating in an act of racism.
5. Failure to respond to Art To Change The World communications and data requests for 3 months

Section 1.5 Dismissal of Art To Change The World Member
1. Failure to participate in Art To Change the World activities for 3 months
2. Failure to respond to Art To Change the World communications and data requests
 for 3 months
3. Disrespecting other members of Art To Change the World

4. Political lobbying or other activity in the name of Art To Change The World which might threaten ACW’s non-profit status

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 2.1. General Powers Designation. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors shall have primary responsibility for overseeing the activities of this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the annual budget for this corporation.

Section 2.2. Number of Directors. The Board of Directors shall consist of no less than one (1) and no more than ten (10) individuals, or such other number as shall be established from time to time by resolution of the Board of Directors. No decrease in the number of individuals on the Board of Directors shall have the effect of shortening the term of any incumbent member of the Board of Directors.

Section 2.3. Terms of Directors. The initial number of directors shall be determined at the organizational meeting of the Board of Directors at which meeting one-third of the directors shall be elected to serve a one year term of office, one-third a two-year term of office and one-third a three-year term of office. Thereafter, following the expiration of the initial terms of office all directors shall be elected to serve (3) three-year terms of office. If the initial number of directors is not divisible by three, the number of directors elected to serve a one-year term shall be reduced by the smallest number of directors required to allow the number of directors elected to serve two- and three-year terms to be equal. If no election shall be held at the expiration of the term of office of a director, he or she shall continue to hold office for an indefinite term not exceeding five years until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Minnesota or members of the corporation.

Section 2.4. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 2.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 2.6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed or consented to by authenticated electronic communication by the required number of directors unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication not directly involving the physical transmission of paper, that

(1) creates a record that may be retained, retrieved and reviewed by the recipient of the communication

(2) may be directly reproduced in paper form by the recipient through an automated process

(3) is delivered to the corporation’s principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication

(4) sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender

Section 2.7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be at such time and place as may be designated by resolution of the Board of Directors.

Section 2.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any one (1) director provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 2.9. Resignation of Directors. A director may resign at any time by giving written notice to the secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation unless a later effective time is specified in the notice.

Section 2.10. Removal of Directors. A director may be removed from office with or without cause by the affirmative vote of a majority of the directors present at a duly held meeting provided that not less than five (5) days and not more than thirty (30) days’ notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 2.11.Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 2.12. Proxies. Neither a director nor a committee member shall appoint a proxy for himself or herself nor shall he or she vote by proxy.

Section 2.13. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board of Directors.

Section 2.14. Place of Meetings. The Board of Directors and any committee thereof may hold their meetings at such places whether in this state or in any other location, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 2.15. Electronic Meetings. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting if the same notice is given of the meeting as required by these Bylaws and if the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. When written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action or actions taken thereby.

Section 2.16. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal notice but such notice may be given:

(1) when mailed to the director or other person at an address designated as the last known address of the director or person or at the address of the director or person in the corporate records

(2) when communicated to the director or other person orally

(3) when handed to the director or other person

(4) when left at the office of the director or other person with a clerk or other person in charge of the office or if there is no one in charge when left in a conspicuous place in the office

(5) if the office of the director or other person is closed or if there is no office when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house

(6) when communicated to the director or other person by facsimile, email or other electronic means at a facsimile number or email address designated by the director or other person

(7) when the method is fair and reasonable when all the circumstances are considered

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 2.17. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 2.18. Payment of Directors. Directors shall not be compensated for their duties as directors except that a director may receive a salary for his or her services as an employee and directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 2.19. Qualifications. Directors shall be of the age of majority in this state.

**ARTICLE III**

**OFFICERS**

Section 3.1. Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, appoint.

Section 3.2. Duties of Officers. The duties of the officers of this corporation shall be as follows:

Section 3.3 Officer Terms are one year.

Section 3.2.1. President. The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation. The President shall be the chief executive officer of the corporation, shall be responsible for the day-to-day operations of the corporation and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer or Executive Director of a Minnesota nonprofit corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 3.2.2. Secretary. The Secretary or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records and perform such other duties as may be determined from time to time by the Board of Directors. Unless the Board of Directors elects a Vice-President or other officer to perform such duties, the Secretary shall be vested with all powers of and perform all the duties of the President in the President’s absence or inability to act but only so long as such absence or inability continues.

Section 3.2.3. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 3.3. Salaries of Officers. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 3.4. Officers as Members of Board of Directors. The President and Treasurer shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 3.5. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the corporation. The resignation is effective without acceptance when notice is given to the corporation unless a later effective date is named in the notice.

Section 3.6. Removal of Officers. Any officer appointed by the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 3.7. Vacancies. Any vacancy in an officer’s position due to death, resignation or removal shall be filled by the Board of Directors.

**ARTICLE IV**

**STANDARD OF CARE AND**

**CONFLICTS OF INTEREST**

Section 4.1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4 .2. Conflicts of Interest.

Section 4.2.1. In General. A proposed contract or transaction between the Corporation and any Interested Person or between a Related Organization and any Interested Person or between the Corporation and any Organization in which an Interested Person serves as director, officer or legal representative or has a Material Financial Interest, may not be entered into until and unless:

(1) the material facts as to the contract or transaction and as to the interest of an interested Person are fully disclosed or known to the Board of Directors or a committee, as the case may be

(2) a majority of the Board of Directors or such committee in good faith authorizes and approves the contract or transaction but the Interested Person shall not be counted in determining the presence of a quorum and shall not vote

Section 4.2.2. Definitions. For purposes of this Article IV, the following terms shall have the meanings indicated:

(1) “Interested Persons” means and includes directors and officers

(2) “Organization” means a corporation, partnership, joint venture, association, trust, estate, enterprise or other legal or commercial entity

(3) “Related Organization” means an Organization that, directly or indirectly, controls, is controlled by, or is under common control with the corporation

(4) An Interested Person has a “Material Financial Interest” in an Organization in which the Interested Person or the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Interested Person have a material financial interest

Section 4.3. Ratification. If a director discovers that he or she (or another Interested Person) has entered into a contract or transaction with the corporation without the authorization and approval of the Board of Directors (or a committee designated by the Board), the director shall immediately disclose the material facts regarding the contract or transaction to the Board of Directors (or a committee designated by the Board). Thereupon the Board of Directors (or committee) shall review the contract or transaction to determine whether the contract or transaction should be ratified.

Section 4.4. Exception. The procedures described in Sections 4.2 and 4.3 are not required if the contract or other transaction is between Related Organizations.

**ARTICLE V**

**FINANCE**

Section 5.1. Receipt of Gifts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 5.2. Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 5.3. Access to Corporate Assets. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 5.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 5.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 5.6. Treasurer’s Report. A summary report of the financial operation of the corporation shall be made by the Treasurer, at least, annually to the Board of Directors.

**ARTICLE VI**

**INDEMNIFICATION**

Section 6.1. In General. Subject to Section 6.2 hereof, the corporation shall indemnify and make advances to each person who is or was a director, officer or employee of the corporation or a member of any committee to the full extent mandated by and in accordance with Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 3l7A.521.

Section 6.2. Limitation on Indemnification. Indemnification pursuant to Section 6.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein and no other person, corporation or legal entity of whatever nature shall have any rights there- under by way of voluntary or involuntary assignment, subrogation or otherwise.

Section 6.3. Insurance. The corporation may provide, maintain and pay for insurance on behalf of any person indemnified pursuant to Section 6.1 hereof.

**ARTICLE VII**

**NONPROFIT PURPOSES**

Section 7.1. IRS Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code 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.

Section 7.2. Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall be to advance education and science and to defend human and civil rights through the promotion and advancement of social practice art.

**ARTICLE VIII**

**AMENDMENT OF BYLAWS**

Section 8.1 These Bylaws maybe amended at any time and from time to time by the affirmative vote of a majority of the directors who are present at a duly held meeting provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

Duly adopted by the Board of Directors as of January 6, 2017.

**ART TO CHANGE THE WORLD, INC.**

Barbara Bridges \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_

Shira Richter\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_

Craig Harris \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_

Lynn Olson\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_

Patricia Rogers \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_\_

Grace **Bianchi\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** Date\_\_\_\_\_\_

Kristi Hemmer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_

Joan Vaughn \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date\_\_\_\_\_\_