

**BYLAWS OF THE  
DUDAS INSPIRATION VENUE FOR THE ARTS COMPANY**



Adopted July 6, 2017

**ARTICLE I: NAME**

The name by which this Corporation shall be known is the Dudas Inspiration Venue for the Arts (DIVA).

**ARTICLE II: MISSION AND PURPOSE**

*Section 1. Mission Statement*

DIVA provides a flexible open venue for the exhibition and performance of any art form and fosters an inclusive collaborative environment of inspiration and creation.

*Section 2. Charitable and Educational Purpose*

The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

*Section 3. Limitation of Activities*

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. This Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

*Section 4. Members*

This Corporation shall not have members.

*Section 5. The Year of the Corporation shall run from January 1 through December 31. Terms of Directors and Officers shall commence January 1.*

**ARTICLE III: MEETINGS**

*Section 1. Annual Meeting*

The Corporation shall hold an Annual Meeting of the board during fourth quarter each Year for the purpose of electing Directors and Officers to the Corporation for the upcoming Year and to consider and act upon other matters as may be raised consistent with the notice requirements. The President and Treasurer, or their respective designees, shall report on the activities and the financial condition of the Corporation at that time. The Board shall set the specific date, time, and place of the annual meeting.

#### *Section 2. Annual Meeting Notice*

Notice of the Annual Meeting shall be given either by e-mail, mail, telephone, fax, or in person, per preference of the Board, and shall state the place, date, and time of the meeting. The notice of the meeting shall be given not less than ten days before the meeting date.

#### *Section 3. Special Meetings*

Special Meetings can be held upon the request of the President or by the request of any three Directors of the Corporation. The Board or the President shall set the date, time, and place for any Special Meeting. Notice of all Special Meetings may be given either by e-mail, mail, telephone, fax, or in person, and shall state the place, date, time, and purpose of the Special Meeting.

#### *Section 4. Regular Meetings*

The Board shall conduct Regular Meetings at least once per quarter.

#### *Section 5. Quorum*

Fifty percent of the current number of voting Directors in office at the time any meeting begins shall constitute a quorum.

#### *Section 6. Conducting Business*

In general, the business of the Corporation shall be conducted at its Regular Meetings. The President or any three Directors may set the date, time, and place for any Regular Meeting. Notice of all Regular Meetings may be given either by e-mail, mail, telephone, fax, or in person, and shall state the place, date, and time of the meeting.

#### *Section 7. Participation in Meetings by Electronic Medium*

A Director may participate in any Meeting (Annual, Special, and Regular) called under this Article by telephone, video phone, or similar electronic medium so long as all attending Directors can hear and be heard.

#### *Section 8. Action by Written Resolution*

If Directors severally or collectively consent in writing (specifically including electronic communication) to any action to be taken by the Board, and the number of such Directors

constitutes a quorum for such action, such action shall be as valid as corporation action as though it had been authorized at an Annual, Regular, or Special Meeting. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

## **ARTICLE IV: DIRECTORS**

### *Section 1. Founding Board*

For purposes of the Corporation's formation, the Founding Board shall consist of the following individuals who express support for the mission and purpose of the Corporation, as well as an interest in so serving:

Andrew R. Dudas, family director  
Amy Noe Dudas, family director  
Stacy Wentzell, first year of first term

The Founding Board shall have the authority to approve any and all necessary formation documents of the Corporation and shall serve as the Corporation's initial Board until the first scheduled Annual Meeting. Upon approval of these Bylaws, the Founding Board shall elect Officers which shall serve until the first scheduled Annual Meeting. Until the first Annual Meeting, the Founding Board shall have the authority to appoint additional Directors unless and until the Board reaches fifteen in number. Such appointed Directors shall be appointed for staggering terms.

### *Section 2. Number*

The Board shall consist of not less than three nor more than fifteen members to be elected by the Board of the Corporation.

### *Section 3. Dudas Family Directors*

Andrew R. Dudas and Amy Noe Dudas, the co-founders of DIVA, shall occupy two Director positions until such time as their resignation or death.

### *Section 4. Election and Term*

Directors shall be elected by a majority vote at the at the Annual Meeting. Directors shall serve for three-year terms and may be reelected for two additional successive terms. This shall not apply to Dudas Family Directors who shall serve until their resignation or death.

### *Section 5. Life Directors*

The Board of Directors, by majority vote at the Annual Meeting, may appoint honorary Life Directors. To be so appointed, an individual must have demonstrated a record of dedicated, extended, and extraordinary service to DIVA. Life Directors may attend and participate in all board meetings but may not vote and may not hold a position as an Officer. The number of Life Directors shall be in addition to the maximum number of directors provided for in these Bylaws, as amended.

### *Section 6. Powers and Duties*

The Board shall have all powers necessary and appropriate to enable it to manage and to carry out the business and affairs of the Corporation. Each Director shall discharge his or her duties as a Director, including the Director's duties as a member of any committee, in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the Corporation.

### *Section 7. Vacancies*

Any vacancy occurring on the Board shall be filled by a majority vote at any Meeting when a quorum is present. Any such Director so elected shall hold office for the unexpired portion of the term of the Director whose place is filled.

### *Section 8. Attendance*

Directors are expected to attend Board meetings with regularity. Any Director who fails to attend three consecutive meetings of the Board without prior notification to the President shall be considered to have resigned from the Board and a vacancy shall be declared.

*Section 9.* Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

*Section 10.* Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

*Section 11.* Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent possible under the laws of the State of Indiana.

## **ARTICLE V: OFFICERS**

### *Section 1. Officers*

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers or assistants to the officers named as the Board may from time to time elect or appoint. Such Officers shall be elected from the current Board. Two offices may be filled by one person. The Officers shall constitute the Executive Committee of the Board.

### *Section 2. Election and Term of Office*

The Officers of the Corporation shall be elected annually at the Annual Meeting by the Board to hold office for one year or until respective successors are elected and qualified. The Officers may be reelected for successive terms.

### *Section 3. President*

The President shall preside at all meetings of the Board. The President shall exercise general supervision of the business and affairs of the Corporation. In addition, the President shall report on the activities of the Corporation at each Annual Meeting. The President shall appoint all committees, be an ex-officio member of all committees, and shall represent the Corporation in all public affairs.

#### *Section 4. Secretary*

The Secretary shall prepare minutes of the Board meetings and shall authenticate all records of the Corporation. The Secretary shall perform all of the usual and customary duties associated with the office of Secretary, together with such other duties as may be assigned by the Board. When absent, the Secretary should designate a person to record the minutes at any meeting of the Board for the Secretary's use in preparing the minutes.

#### *Section 5. Treasurer*

The Treasurer shall maintain the financial records of the Corporation and in this capacity shall have the custody of all funds and securities of the Corporation, and shall keep a complete and accurate account of all money received and disbursed by the Corporation. It shall be the duty of the Treasurer to furnish to the Board at each Board Meeting, and at any special meeting, upon request of the Board, a complete and accurate account of the receipts and disbursements of the Corporation, for such period as the Board may request, together with a statement of the financial condition of the Corporation at such time. In addition thereto, it shall be the duty of the Treasurer to report on the financial condition of the Corporation at the Annual Meeting.

#### *Section 6. Vacancies*

The Board at any Meeting where a quorum is present may fill a vacancy in any office other than that of President.

### **ARTICLE VI: COMMITTEES**

Standing committees of the Corporation shall be the Executive Committee, the Nominating Committee, and the Budget Committee. Additional committees may be appointed by the President at the direction of the Board.

#### *Section 1. Executive Committee*

The Executive Committee shall consist of the President, Secretary, and Treasurer, and shall have the authority to make decisions as necessary and appropriate when the full Board cannot be immediately convened. Such decisions shall be ratified at the next available opportunity by the Board.

#### *Section 2. Nominating Committee*

The Nominating Committee shall be appointed by the President and shall present a slate of candidates for Directors. Nominations may also be taken from the floor at the Annual Meeting.

*Section 3. Budget Committee*

The Budget Committee shall be presided over by the Treasurer who shall recommend individuals for appointment to the President. The Budget Committee shall present an annual budget to the Board for approval.

**ARTICLE VII: DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII: AMENDMENTS**

These Bylaws may be amended at any board meeting, provided that written notice shall be given to each Director at least ten days prior to the date of such meeting. The notice shall state that the purpose of the meeting is to consider a proposed amendment or amendments to the Bylaws and shall contain, or be accompanied by, a copy or summary of the proposed amendment or amendments, or state the general nature of each proposed amendment or amendments. Any such amendments shall be in conformity with the Articles of Incorporation.

Approved and effective this 6<sup>th</sup> day of July, 2017.