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Last Revised: 1/4/08
Last Edited by: Clarissa French
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BYLAWS OF FIRST FRIDAY ART WALK, INC.

ARTICLE I - NAME, PURPOSE

Section 1: Name

The name of the organization shall be the First Friday Art Walk, Inc. (hereinafter, corporation).

Section 2: Purpose

Corporation is organized:

For the continued growth of (1) fine arts within the downtown/center city “art district” and (2) encourage the overall business growth of Springfield’s downtown/center city district. In keeping with this purpose, First Friday Art Walk venues will fully direct its efforts to promote fine arts by way of art venues solely located within the downtown/center city district, as to create the formation and growth of a vibrant, strong, and focused “art district,” subsequently encouraging the ongoing success and growth of all downtown/center city businesses. By maintaining a strict focus on each venue being an active, quality art venue and located within a controlled geographic area (downtown/center city), patrons of the First Friday Art Walk will experience an exciting, quality art event that provides quick, easy access to all venues (most within walking distance) and a more concentrated gathering of art followers thus creating a downtown art environment that is more alive and unique. To exercise all other legal powers permitted a Nonprofit Corporation.

ARTICLE II - POWERS

The corporation shall have all the powers of a public benefit corporation under the Missouri Nonprofit Corporation Act and the following enumeration of powers shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Without in any way limiting the generality of the foregoing powers, the corporation shall specifically have the following powers, to be exercised only to prosecute and further its nonprofit purposes as provided herein:

1. To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary and proper for carrying on its legitimate affairs.

2. To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof.
3. To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;
to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations.
4. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;
5. To invest its funds, from time to time, in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

The corporation shall have the power to do any and all act or acts, thing or things, necessary to or incidental to the accomplishment of the purposes hereinbefore set forth, and generally to do any and all things not herein specifically enumerated which may tend to promote the purposes hereinbefore set forth, provided that such act or thing is permitted to corporations organized under the laws of the State of Missouri by the Missouri Nonprofit Corporation Act, and permitted under the Internal Revenue laws of the United States to an organization described in Section 501 (c) (3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III - PARTICIPATION

Section 1: First Friday Venue Requirements

- A) Any venue that actively is involved in the exhibition of visual fine arts, presenting different and rotating artwork/artists throughout the year; Or a working artist studio, whereas the predominance of venue's income is derived as a working artist.
- B) Must be geographically located in Springfield's Center City district, designated as the area bounded by Chestnut Expressway to the north, Cherry Street to the south, John Q. Hammons/Sherman Parkway to the east and Grant Street to the west.
- C) Must provide free admission to First Friday Art Walk event (the first Friday of each month).
- D) Venues must abide by the First Friday Art Walk, Inc. bylaws (which will be given upon acceptance) and follow recommendations made by the Board of Directors.
- E) Agree to meet monthly promotional information deadlines as established by the Board of Directors.
- F) Each First Friday Venue may appoint one person from their organization as a member of the Board of Directors. If this Director is unable to attend a meeting, the venue may identify a proxy to vote their interest on the Board of Directors.
- G) It is the responsibility of each Venue to provide the Board Secretary with current mailing address and contact information as it becomes necessary.
- H) Venues must pay agree to pay all required fees as specified in Appendix A, Section 1.

D) First Friday Venues who have unpaid invoices aged greater than 60 days will have their First Friday Participation suspended until all past venue fees are paid in full. It is the responsibility of each First Friday Venue to verify with the Treasurer that their account is current and in good standing.

Section 2: First Friday Sponsor

A) Sponsors can be restaurants, bars, retail venues, offices or organizations.

B) Must be geographically located in Springfield's Center City district, designated as the area bounded by Chestnut Expressway to the north, Cherry Street to the south, John Q. Hammons/Sherman Parkway to the east and Grant Street to the west.

C) Sponsors must pay agree to pay all required fees as specified in Appendix A, Section 2.

Section 3. Dissolution of Assets

Upon the dissolution of this corporation, the Board of Directors shall, after payment or provision for payment of all debts and liabilities of this corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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 IV - BOARD OF DIRECTORS

Section 1: Board of Directors Role, Size, Composition and Compensation

The Board of Directors is responsible for overall policy and direction of the corporation, and may delegate responsibility for day-to-day operations to the President and/or committees.

The Board shall have no fewer than 3 directors.

Each First Friday Venue may appoint one person from their organization as a member of the Board of Directors. If this Director is unable to attend a meeting, the venue may identify a proxy to vote their interest on the Board of Directors.

The Board of Directors shall receive no compensation other than reasonable expenses.

Section 2: Meetings

The Board of Directors shall meet at least once per month. The Board shall have the right to meet at an agreed upon time and place. Regular Board of Director meetings are held at 1 p.m. at Gallery Bistro, 221 E. Walnut, the Monday following First Friday Art Walk.

Section 3: Officers and Duties

There shall be four officers of the Board consisting of a President, Vice-President, Treasurer and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other Officers of the Board to preside at each meeting in the following order: Vice-President, Treasurer, Secretary. The President shall serve as ex-officio on committees, and shall appoint chairs to head any committees the Board sees fit to create.

The President shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board.

During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

The Treasurer shall oversee all monies and securities of the corporation, and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors. He shall render to the Board a monthly statement of accounts for all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall make financial information available to the Board of Directors and the public, and file all required financial and tax reports with relevant state and federal agencies. The Treasurer shall ensure that all First Friday Venues and Sponsors currently meet the Financial Requirements as identified in Appendix A.

The Secretary shall be responsible for keeping records of Board actions, including all Board minutes, meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.

Section 4: Initial Directors

Initial officers of the corporation shall be as follows:

President:	Jan Hyde
Vice President:	Nathan Falter
Treasurer:	Jeff Avenmarg
Secretary:	TBA

Section 5: Election of Officers

Election of new Officers or election of current Officers to a new term will occur at the regularly scheduled monthly meeting in January as the first item of business.

Officers will be elected by a majority vote of the Board of Directors.

Section 6: Terms of Office

Initial terms of the all Officers shall begin on May 15, 2007, and expire on January 12, 2008.

Thereafter, all Officers shall serve one-year terms, and shall be eligible for re-election.

Section 7: Quorum

The Board Directors in attendance at an official Board meeting shall constitute a quorum.

Section 8. Notice

Additional official meetings can be scheduled by the Board of Directors and requires that each Director have written or electronic mail notice two weeks in advance.

Section 9. Vacancies

When a vacancy on the Board exists, nominations for new officers may be received from present Directors by the Secretary three weeks in advance of a Directors meeting. These nominations shall be sent to the Directors with the regular meeting announcement, to be voted upon at the next Board of Directors meeting. These vacancies will be filled only to the end of the particular Officer's term.

Section 10. Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary.

A Board Director may be removed for other reasons by a three-fourths vote of the Board of Directors.

Section 11: Special Meetings

Special Meetings of the Board of Directors shall be called upon the request of any Board Director.

Section 12: Spending Limits

Payment of any expense greater than \$500 shall require the authorization of two Officers of the Board.

ARTICLE V - COMMITTEES

Section 1: Creation of Committees

The Board may create committees as needed. The President shall appoint all committee chairs.

ARTICLE VI - INDEMNIFICATION

Section 1. Liabilities Covered

The corporation:

shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to

be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation), by reason of the fact that such person is or was or has agreed to become a director or officer of the corporation, or is or was serving or has agreed to serve at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, in the manner set forth by the corporation laws of the State of Missouri, as from time to time in effect, and may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of the corporation, or is or was serving or has agreed to serve at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, upon a determination of the Board of Directors of the corporation that such person should be indemnified against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Any and all indemnification provided by the corporation shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority of the disinterested directors of the corporation, to the fullest extent permitted by law.

Section 2. Advance Payment of 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 the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is lawfully entitled to be indemnified by the corporation.

Section 3. Insurance

The Board of Directors shall have the power to cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

Section 4. Definitions

For the purpose of this Article of these Bylaws, references to "corporation," "director," "expenses," "liability," "official capacity," "party," or "proceeding," shall be defined in accordance with Section 355.461 of the Missouri Revised Statutes, as amended, and references to "the corporation," "other

enterprise,” “fines,” and “serving at the request of the corporation” shall be defined in accordance with Section 355.476 of the Missouri Revised Statutes, as amended.

Section 5. Fiscal Year

The fiscal year shall be the calendar year.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended annually by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board of Director announcements.

These Bylaws were approved by a vote of the Venues of First Friday Art Walk, Inc. on May 12, 2007.

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APPENDIX A: FINANCIAL REQUIREMENTS

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The following are financial requirements to participate in First Friday Art Walk, Inc. Events:

Section 1. First Friday Venue Financial Requirements

- A) Upon initial approval and before the first exhibit in the First Friday Art Walk event, a Venue must pay \$160 (\$100 one-time First Friday dues; \$60 for first month's promotional/advertising fee).
- B) Venue must agree to pay \$60 per month for advertising and promotional costs. An invoice will be issued by the corporation to each First Friday Venue with their current and/or outstanding monthly fees.

Section 2. First Friday Sponsor Financial Requirements

- A) Upon initial approval, sponsor must pay \$480 per year payable the first month of participation.

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APPENDIX B: Application to Join Board of Directors
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BOARD OF DIRECTORS APPLICATION FORM
FIRST FRIDAY ART WALK, INC.
Revision 12/14/07

Directions: By completing this application you agree that you represent an approved First Friday Art Walk (FFAW) Venue under the bylaws of First Friday Art Walk, Inc. and that you would like to join the Board of Directors. Being a member of the Board of Directors requires that you attend official meetings and keep yourself informed of the issues and decisions related to First Friday Art Walk, Inc. It is your responsibility to notify the Board Secretary of any changes to your personal contact information.

Last Edited: Clarissa French 12/14/07

First Name: _____

Last Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____

Phone: _____ Cell: _____

Email: _____

The FFAW Venue you Represent: _____

Signature: _____ Date: _____

Once completed, please return this application to the Secretary of the Board of Directors.

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APPENDIX C: Board of Directors Proxy Form
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PROXY FORM - FIRST FRIDAY ART WALK, INC.
Revision 12/14/07

First Friday Art Walk, Inc. rules about proxies are the same as other corporations. You can designate how the person has to vote, you can send your own vote to the Secretary and say s/he can only count your vote as it was cast, you can give carte blanche to the bearer of the proxy.

Last Edited: Clarissa French 12/14/07

TO: Board Secretary, First Friday Art Walk, Inc.

FROM: _____

DATE: _____

RE: First Friday Art Walk, Inc. Proxy

I, _____, Board Member
for venue _____,
give _____ (PERSON GIVEN PROXY),
permission to cast my vote(s) through _____ (MONTH, YEAR) at the
First Friday Art Walk, Inc. board meeting.

_____ (PERSON GIVEN PROXY)

has full authority, without any limitations (save where I have designated my vote per
issue), to vote on my behalf on any and all issues brought to vote. This proxy is in effect
from: _____ (MONTH, YEAR) to: _____ (MONTH, YEAR).

Note: Remember that this can be an all-encompassing proxy as above or limited to very specific matters, as noted.