BY-LAWS OF THE
BLUE SAGE CENTER FOR THE ARTS

ARTICLE I

Name

The name of this notforprofit organization is the BLUE SAGE CENTER FOR THE ARTS, hereinafter referred to as “BSCA". The principal office of the BSCA shall be located in Paonia, Colorado, or at such place as the Board of Directors, hereinafter referred to as “BOD” may designate from time to time.

ARTICLE II

Purpose

The BSCA is a 501(c)(3) non profit organization governed by a board of directors. The purposes of this notforprofit corporation shall be to establish and maintain a center for educational and cultural enrichment of the community and general public; to provide a sociocultural contribution to the community by sponsoring classes, programs and special events of educational, artistic and cultural interest; to insure that the BSCA be nonsectarian, coeducational and nondiscriminatory with regards to race, sex or religion; and for all other lawful purposes within the meaning of Section 501(c)(3), Internal Revenue Code, and any successor statute.

ARTICLE III

Board of Directors

Section 1. Number of BOD
- The affairs of the Center shall be overseen by a board of not less than five (5) and not more than nine (9) directors, the exact number of which shall be determined from time to time by the BOD in its discretion

Section 2. Term length
- Each director position shall be for a term of two years

Section 3. Term staggering
- The terms of each director's position shall be staggered to assure continuity of oversight

Section 4. Election of BOD
- New directors will be elected by majority vote of the BOD on an as needed basis.
- Directors whose terms are to expire may be re-elected by majority vote of the BOD

Section 5. Removal from Board
- Any director may be removed by the BOD, with or without cause, by a majority vote of the other directors. In the event of death, resignation, or removal of a director, the successor shall be selected by the remaining BOD by majority vote, and shall serve for the unexpired term of their predecessor

Section 6. Compensation

- Directors shall not be compensated for their services as directors, or as contractors. They may be reimbursed for out-of-pocket expenses incurred in performing the business of the BSCA
- A person under contract with the BSCA, or a paid staff person of the BSCA shall be ineligible to be elected or appointed as a director of the BSCA during their tenure as a paid staff employee or contractor
- A director who accepts a paid staff position with the BSCA or who enters into a paid contract position with the BSCA shall immediately resign as a director before beginning their tenure as a paid employee or performs under any contract with the BSCA
- The BOD shall have the right to make an exception to Article III Section 6 by a majority vote

Section 7. Authority of Email

- The Directors shall have the right to take any action via email they could take at any meeting, unless there are objections or need for discussion on the matter being decided. The responding directors must constitute a quorum of the BOD as defined in Article III section 11, with the majority voting in the affirmative for the action to be approved. The action shall then have the same effect as though taken at a meeting of the BOD

Section 8. Board meetings

- The BOD shall meet a minimum of monthly and more frequently on an as needed basis

Section 9. Executive meetings of the BOD

- May be called as necessary without public notice or participation
- Such executive sessions
    - will be called by the President or Vice President of the BOD
    - will be called for the purpose of having private discussion among the BOD
    - will include, but not be limited to personnel matters, inter-board issues, legal matters, salary discussions
    - cannot make any binding decisions; decisions must be made at a subsequent board meeting
    - will include directors and may include invited persons such as the Executive Director, hereafter referred to as ED, consultant, or attorney
    - non-public record of the execution session will be kept by the Secretary, recording date, time, attendance and subject of the discussion

Section 10. Special meetings of the BOD

- May be called by at least two (2) of the directors by effecting actual notice to each director as can be reached, with the actual date, time and place to be determined by a majority of the BOD. The board may take action by an affirmative majority vote, providing a quorum as defined in Article III Section 11, is present

Section 11. Quorum

- A simple majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise specified herein, every act or decision of a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the BOD

Section 12. Authority of conference calls or virtual meetings

- The BOD may hold a meeting through use of online meeting platforms. Directors “attending” in this manner may be counted as present (for purposes of a quorum), and may vote on issues at hand, if they remain present for all discussion of given issue(s)

Section 13. Basis of Authority

- The BOD shall have and exercise all powers, and authority, and all rights and privileges, and shall have all duties and obligations given to or required of them or the directors or trustees of corporations of like nature by the laws of the State of Colorado and the United States of America

Section 14. Duties of BOD

- Cause to be kept a complete record of all of its acts and BSCA affairs
- As needed, hire and supervise ED to assist with the management of the organization
- Procure and maintain adequate liability and hazard insurance on property owned or leased by the BSCA.
- Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate
- Approve and authorize an annual budget
- Accept donations and bequests, and otherwise supervise fundraising activities of the BSCA
- As needed, borrow money and incur indebtedness for the purposes of the BSCA, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of a debt and securities
- Set fees, policies, rules and regulations regarding uses of the BSCA facilities
- Oversee the affairs of the BSCA in a manner not inconsistent with law, the Articles of Incorporation, or the By-Laws

Section 15. Removal of employees

- While the BOD may grant the ED the authority to hire, supervise, and remove any employee or person providing services to the organization at their discretion, the BOD retains its right to remove any employee or person providing services to the BSCA from their position at any time, with or without cause, and with or without the consent of the ED, by a majority vote of the BOD
- The BOD may remove the ED or terminate the position of ED at any time, with or without cause by a majority vote of the BOD

ARTICLE IV

Officers

Section 1. Officers

- The officers of the BSCA BOD shall be president, vicepresident, a secretary, and treasurer, and such other officers as the BOD may from time to time by resolution create

Section 2. Term

- All officers of the BSCA shall be elected annually by the BOD and shall hold office for one (1) year or unless or until she or he shall sooner resign, be removed, or otherwise become disqualified to serve

Section 3. Additional officers

- The Board may elect such other officers as the affairs of the BSCA may require, each of whom shall hold office for such a period, have such authority, and perform such duties as the BOD may, from time to time determine

Section 4. Removal of officers

- Any officer may be removed from their position at any time, with or without cause, by a majority vote of the BOD. Any officer may resign at any time by giving written notice to the BOD, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective

Section 5. Vacancies

- A vacancy in any office may be filled by appointment by the BOD. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace or as otherwise required by the BOD

Section 6. Restrictions

- The President may not hold the office of Secretary

Section. 7. Duties

- Subject to the directive of the BOD, the duties of the officers are as follows:
    - The president shall be responsible for overseeing the management of the BSCA, subject to such authority and regulations as may be determined by the BOD from time to time, see that the orders and resolutions of the BOD are carried out, and sign all corporate documents on behalf of the BSCA
    - The vice president shall act in the place and stead of the president in the event that the president gives notice of their absence to the BOD, or in the event of their inability or refusal to act. In any such event, the vice president shall exercise and discharge such other duties as may be required of them by the BOD
    - The secretary shall record the vote and keep the minutes of all meetings and proceedings of the BOD; disseminate the minutes of the meetings to all BOD, see that appropriate current records showing the directors of the BSCA together with their addresses are kept; and, perform such other duties as required by the BOD
    - The treasurer shall oversee the receipt and deposit in appropriate bank accounts all moneys of the BSCA and dispersal of such funds as directed by resolution of the BOD; cause to be kept proper books of account; cause an audit of the BSCA books to be made at any direction of the BOD; be responsible for all necessary filing with the IRS in a timely manner; and shall oversee the preparation of an annual budget and statement of income and expenditures, to be presented to the BOD
- The duties referred to herein may be altered from time to time by the BOD as it may deem appropriate, subject to any contractual rights as may then exist

ARTICLE V

Executive Director

- The BOD may hire an ED who shall serve at the will of the Board. The ED shall direct the day-to-day business of the BSCA, maintain the properties of the BSCA, hire, discharge, and determine the salaries and other compensation of all staff members under the ED's supervision, and perform such additional duties as may be directed by the BOD
- The Ed may be hired at any meeting of the BOD by majority vote of the BOD
- No member of the BOD may individually instruct the ED or any other employee. The ED shall make such reports at the BOD meetings as shall be required by the President or the Board. The E shall be an ad-hoc member of all committees

Article VI

Records

The books and records of the Center shall be available for inspection by any director during normal business hours or otherwise upon reasonable request.

ARTICLE VII

Seal

The BSCA shall not be required to have a corporate seal. In the case of any conflict between the Articles of Incorporation and these ByLaws, the Articles shall control.

ARTICLE VIII

Dissolution

Upon the dissolution of the BSCA, the BOD shall, after paying or making provision for the payment of all the liabilities of the BSCA, dispose of all the assets of the BSCA exclusively for the purposes of the BSCA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District 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 VIX

Amendments

Amendments to the Articles of Incorporation may be approved at any regular or special meeting of the BOD by a majority vote of the total BOD.

Amendments to these By-laws may be approved at any regular or special meetings of the Board of Directors by a majority vote of the entire Board, except as otherwise stated.

Notice of any proposed amendment to either the Articles of Incorporation or the By-laws shall be stated in full in the notice of the meeting, which shall be given at least fifteen (15) days preceding the meeting at which it is to be considered.

ARTICLE X

Fiscal Year

Unless otherwise provided by the BOD, the fiscal year of the BSCA shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XI

Policies

Section 1. Discrimination

- This policy defines The BSCA' position on discrimination. This policy applies to all BSCA employees and contractors.

- The BSCA follows an equal opportunity employment policy, and employs personnel without regard to race, creed, color, religion, national origin, sex, sexual orientation, age, physical or mental handicap, veteran status, and marital status
- This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants, and in dealing with the general public
- It is the policy of the BSCA to utilize all commercially purchased software in accordance with its individual licensing agreement. Unless otherwise provided in the license, any duplication of copyrighted software, except for backup and archival purposes, is a violation contrary to the organization's standard of conduct

Section 2. Purpose:
To comply with Title 17 of the U.S. Code in the protection of "original works of authorship" that are fixed in a tangible form of expression. These categories should be viewed quite broadly and include literary, dramatic, musical, artistic, audiovisual, and computer programs as well as other intellectual works.

Section 3. Ethical Responsibility
The BOD acknowledges that it has an ethical responsibility to engage the patronage in matters of long-term and/or fundamental significance.

Section 4. Nepotism
- Nepotism is defined as the act of hiring, promoting or advancing a person into a position wherein that person is subject to the supervision of authority of a member of that person's family
- No official or staff member of the BSCA may engage in nepotism a position wherein that person is subject to the supervision of authority of a member of that person's family.
- The BOD shall have the right to make an exception to Article X Section 4 by a majority vote

Note: The original By-Laws were adopted by the Board of Directors on March 27, 1996. Changes were made November 2000, June 2001, May 2004, July 2008, Sept 2011, Feb/May 2012, April 2013, Sept 2013, March 2014, September 2015, March 11, 2021 and March 20, 2023. Details of the changes can be referenced in the Board Meeting Minutes prior to the changes.