

## ARTS RESCUE MISSION BYLAWS 01/15/2026

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### ARTICLE I: NAME

The name of this organization shall be Arts Rescue Mission (ARM).

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### ARTICLE II: PURPOSE

The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

The mission of Arts Rescue Mission is guided by four pillars as artists age:

ARM is a virtual outreach organization supporting aging artists in the Visual, Performing, and Literary Arts, with crowdsource funding, awareness events, and programs, to Restore Health, Shelter the Artists, Provide Opportunity, and Preserve their work.

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### ARTICLE III: BOARD OF DIRECTORS

#### Section 3.1: Authority

The Board of Directors governs the affairs of the Corporation and holds fiduciary responsibility

#### Section 3.2: Size

The Board shall consist of not fewer than three (3) and not more than six (6) Directors.

#### Section 3.3: Terms

Directors shall serve two-year terms and may be re-elected.

#### Section 3.4: Duties

The Board shall:

- Provide governance and oversight
- Approve budgets and compensation
- Ensure mission compliance
- Guide strategy and sustainability

#### Section 3.5: Meetings

The Board shall meet at least four times annually and may meet electronically.

#### Section 3.6: Quorum

A majority of Directors constitutes a quorum.

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### ARTICLE IV: OFFICERS

#### Section 4.1: Officers

The Corporation shall have:

- Director (Executive Lead)
- Secretary
- Treasurer
- Health Secretary
- Arts Secretary
- Music Secretary

#### Section 4.2: Duties

**Director:** leadership, operations, partnerships, execution.

**Secretary:** records, compliance, documentation.

**Treasurer:** financial oversight and quarterly reporting.



**Health Secretary:** outreach and coordination of opportunities to provide emergency support and healthcare subsidies

**Arts Secretary:** outreach to visual artists, galleries, arts institutions.

**Music and Performance Secretary:** outreach to musicians, performance venues, and performing arts.

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## **ARTICLE V: COMPENSATION & REIMBURSEMENT**

### **Section 5.1: No Automatic Compensation**

No Director or Officer receives compensation solely by holding office.

### **Section 5.2: Compensation for Services**

The Corporation may compensate individuals for services when:

- Services are mission-related
- Compensation is reasonable
- Board approves (interested party recused)
- Funds are available

Compensation may be deferred.

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### **Section 5.3: Expected Compensation Framework**

The Corporation recognizes the need for modest operational compensation when funding allows. Initial expected monthly service levels may include:

- Director: approximately \$3,000/month (full-time leadership)
- Secretary: approximately \$2,000/month (part-time administrative support)
- Treasurer: approximately \$500/monthly (quarterly oversight)

Final compensation shall be determined by Board-approved Compensation Schedule and may be deferred until financially feasible.

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### **Section 5.4: Program Leadership Compensation Framework**

The Corporation recognizes that each of its four mission pillars — Restore, Shelter, Provide, and Preserve — may require designated program leadership. These roles may initially be volunteer-based and may transition to compensated positions when financially feasible and approved by the Board.

Anticipated service levels, when funded, may include:

- Restore Health Program Lead - approximately \$2,000/month
- Shelter Program Lead - approximately \$1,000/month
- Provide Program Lead - approximately \$1,000/month
- Preserve Program Lead - approximately \$1,000/month

These positions may begin as volunteer roles and transition to compensated roles following a reasonable service period and Board approval. Final compensation shall be governed by the Board-approved Compensation Schedule and may be deferred until funds are available.

No compensation is guaranteed.

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### **Section 5.5: Reimbursement**

Reasonable out-of-pocket expenses may be reimbursed with documentation and approval.

### **Section 5.6: Deferred Reimbursement**

Unpaid expenses may be recorded as Deferred Reimbursement, payable later upon Board approval and available funds.

### **Section 5.7: Retroactive Reimbursement**

The Board may approve repayment of previously deferred expenses when documented and financially sustainable.

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**ARTICLE VI: CONFLICT OF INTEREST**

Directors and Officers must disclose financial interests and recuse from related decisions.

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**ARTICLE VII: RECORDS & FINANCIAL TRANSPARENCY**

The Corporation shall maintain accurate records and provide financial reporting to the Board at least annually.

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**ARTICLE VIII: AMENDMENTS**

These bylaws may be amended by majority vote of the Board with notice.

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**ARTICLE IX: PROGRAM SERVICES, REVENUE, PUBLICATION & ARCHIVAL STEWARDSHIP****Section 9.1: Authority to Provide Mission-Related Services**

The Corporation may provide services consistent with its charitable and educational mission and may charge reasonable fees for such services when appropriate. Such services shall support the mission and shall not constitute private benefit.

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**Section 9.2: Mission-Related Services**

Services may include, but are not limited to:

- Archiving, preservation, and stewardship of artistic and cultural materials
  - Documentation and cataloging of artistic works and collections
  - Inventory, organization, and preparation of artworks for storage, preservation, or transport
  - Cultural, historical, and archival research
  - Publication of books, catalogs, essays, and documentation related to artists and cultural communities
  - Creation of exhibition materials, research materials, and educational resources
  - Documentation of visual, performing, musical, and literary arts
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**Section 9.3: Mission-Related Revenue**

The Corporation may receive revenue from:

- Service fees related to mission activities
- Grants and sponsorships
- Donations and charitable contributions
- Publication, catalog, and research-related income
- Educational and archival services

All revenue shall be used solely to advance the charitable purposes of the Corporation.

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**Section 9.4: Nonprofit Compliance**

All services and revenue-generating activities shall remain consistent with the Corporation's charitable and educational purposes and shall comply with applicable nonprofit and tax-exempt regulations.

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**Section 9.5: Intellectual Property & Publications**

The Corporation may create, publish, distribute, and license books, catalogs, research materials, and archival publications related to its mission. The Corporation may retain rights to works it produces while respecting rights of contributing artists, authors, and collaborators.

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**Section 9.6: Archive Stewardship & Custodianship**

The Corporation may collect, preserve, maintain, and steward archival and cultural materials for educational and historical purposes. The Corporation may:

- Accept archival materials through donation, contribution, or agreement
  - Maintain physical and digital archives
  - Provide access for research and educational use
  - Establish agreements with institutions for archival preservation and data integration
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**Section 9.7: Institutional Partnerships**

The Corporation may enter into partnerships, collaborations, or agreements with educational, cultural, healthcare, and nonprofit institutions to advance its mission, including archival preservation, research collaboration, and community service coordination.

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**Section 9.8: Licensing & Publication Revenue**

The Corporation may license publications, archival materials, and educational content consistent with its mission. Revenue derived shall support the Corporation's charitable purposes and operations.

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**Section 9.9: Distinction Between Donations and Services**

The Corporation may receive both charitable donations and fee-based service income. Donations shall be treated as charitable contributions, while service fees shall be considered mission-related program revenue. Both shall be used exclusively for charitable purposes.

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**ARTICLE X: MEMBERSHIP**

The Corporation shall have no voting membership body.

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**ARTICLE XI: ARCHIVE STEWARDSHIP & DONOR INTENT**

The Corporation shall preserve and manage donated materials consistent with donor intent and mission.

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**ARTICLE XII: INDEMNIFICATION**

The Corporation shall indemnify Directors and Officers acting in good faith.

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**ARTICLE XIII: ELECTRONIC GOVERNANCE**

Electronic records, meetings, and signatures shall be valid where permitted by law.

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**ARTICLE XIV: DISSOLUTION**

Upon dissolution, assets shall be distributed exclusively for charitable purposes consistent with Section 501(c)(3).

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**ARTICLE XV: ADVISORY & HONORARY BODIES**

**Section 15.1: Purpose**

The Corporation may establish advisory and honorary bodies to strengthen community engagement, cultural representation, and mission visibility. These bodies shall provide input, perspective, and advisory support but shall not exercise governance authority.

**Section 15.2: Board of Governors**

The Corporation may appoint a Board of Governors consisting of up to twelve (12) respected individuals from the arts, cultural, or philanthropic community. The Board of Governors serves in an honorary and advisory capacity.

The Board of Governors may:

- Provide advisory input on strategic initiatives
- Participate as anonymous jurors in awards, recognition, and cultural programs
- Offer perspective on fundraising, community engagement, and cultural impact
- Represent the broader arts community through insight and experience

Members of the Board of Governors do not serve as Directors, do not exercise fiduciary authority, and do not vote on governance, financial, or legal matters of the Corporation.

Members may choose to support the Corporation financially; however, financial contribution is voluntary and not a condition of service.



**Section 15.3: Statewide Arts Advisory Council**

The Corporation may maintain a Statewide Arts Advisory Council, consisting of artists, collectors, and cultural participants who contribute perspective, recommendations, and community insight.

The Council may:

- Provide input and recommendations for recognition, awards, and cultural initiatives
- Participate in surveys, nominations, and community feedback
- Help identify emerging and established excellence in the arts across the state
- Contribute to the cultural voice and representation of the Corporation

The Council serves in a non-governing, advisory capacity and does not exercise fiduciary authority.

**Section 15.4: Relationship Between Advisory Bodies**

The Statewide Arts Advisory Council may provide broad community input, which may inform the advisory perspective of the Board of Governors. The Board of Governors may, in turn, participate in juror or recognition roles informed by such input, consistent with the mission and programs of the Corporation.

**Section 15.5: Governance Clarification**

Neither the Board of Governors nor the Statewide Arts Advisory Council shall:

- Exercise governance authority
- Vote on bylaws, compensation, or financial matters
- Bind the Corporation legally
- Assume fiduciary responsibility

All governance authority remains solely with the Board of Directors.

**Section 15.6: Appointment & Term**

Members of advisory and honorary bodies shall be invited and appointed by the Board of Directors. Terms may be informal or renewable as determined appropriate by the Corporation.

**ADOPTION RESOLUTION**

The undersigned Directors hereby adopt these Bylaws as the official governing document of Arts Rescue Mission.

Adoption Date: \_\_\_\_\_

**BOARD OF DIRECTORS — SIGNATURES**

Director / Chair: \_\_\_\_\_ Date: \_\_\_\_\_

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

General Board Representative: \_\_\_\_\_ Date: \_\_\_\_\_

