



Artist Cooperative Bylaws

Address: 300 Broadway St North, St Paul MN 55101

Adopted: 07/01/2016

ARTICLE I: NAME AND OBJECTIVES

Mission

The Tilsner Artist Cooperative is an artist cooperative living, and work, space that encourages and celebrates its diverse talents, including artists, actors, designers, musicians and dancers. We offer an opportunity for residents to network, promote, exhibit and sell their work thereby enriching the cultural life of the Lowertown area.

Vision

The cultural community of the Cooperative is offered the opportunities they need to reach and serve the Lowertown area by supporting and partnering with other like-minded organizations in the district.

Section 1. The name of this organization shall be the Tilsner Artist Cooperative

Section 2. This shall be a for profit organization for the purpose of promoting the arts in the Lowertown area of St Paul, and greater Minnesota

Section 3. The objectives of this organization shall be

- a) To provide learning situations for the development of leadership, and to promote art centered activities in and around The Tilsner Building.

- b) To provide promotional and networking opportunities for artists living and working in The Cooperative, enabling them to become knowledgeable and skilled in their selected areas of art.
- c) To provide information and support for Households in Good Standing of the Cooperative and promotional experiences through participation in the Cooperative approved activities and events.
- d) To help each member in good standing experience personal growth and achievement, as well as be of service to others and members of an active live and work cooperative.

ARTICLE II: MEMBERSHIP

Section 1. This Cooperative will follow Civil Rights U.S Code Title 42, Chapter 21 requirements that define protected classes as eligibility for membership. Title 42, Chapter 21 of the U.S. Code prohibits discrimination against persons based on age, disability, gender, race, national origin, and religion (among other things) in a number of settings -- including education, employment, access to businesses and buildings, federal services, and more. Chapter 21 is where a number of federal acts related to civil rights have been codified -- including the Civil Rights Act of 1866, Civil Rights Act of 1964, and the Civil Rights of Institutionalized Persons Act.

The Cooperative will maintain a working Board of Directors as well as active committees. The Cooperative will have regular meetings, Board sanctioned community and art centered events throughout the year. The Board and the Committees will be a resource of information to each other and the membership to provide opportunities to participate in an artist community.

Section 2. Any Cooperative member of a household in good standing shall have voting right in Board sanctioned events, with one vote per household. Any Member in good standing shall have equal voting rights in Board sanctioned voting events.

Section 3. Members are not required to pay dues but may be expected to participate in Co-op sponsored activities either in work alone opportunities or via attending board meetings and participating in board sponsored committee activities.

Section 4. All members should be engaged in at least one art centered activity or event or activity each year, that is sponsored by the Cooperative and will complete and turn in a household participation or other appropriate paperwork summarizing their art centered activity.

ARTICLE III: OFFICERS AND ELECTIONS

Section 1. The officers of the co-op shall be President, Vice-President, and Secretary/Treasurer. The Directors shall be the Selections Director, Art Crawl Director, In Reach Committee Director, Public Relations Director, Tenant Rights Director, Livability Director, and the Fundraising Director.

Section 2. The President, Vice-President, and Secretary/Treasurer shall constitute an Executive Committee.

Section 3. The Executive Committee positions shall be elected biennially from the membership, serving for a term of two years and shall only be eligible for the same office during the following election year.

Section 4. Directors' positions serve a term of one year and shall be eligible for the same office during the three following election years.

Section 5. Any director position that becomes vacant shall be filled by a member appointed by the executive committee.

Section 6. No position can be held for more than four years, unless:

a. Any person appointed to fill an unexpired term may be eligible for the same office the following election year. Executive positions allow to serve two full terms and one partial term. All other positions allow to serve four full terms and one partial term.

Section 7. The President, with the approval of the executive committee, may appoint up to four additional members to official leadership roles as the need arises. Those appointed become members of the Board of Directors.

a. The President may not appoint additional officers if doing so would create an even number of positions on the board. Example: If there are currently nine occupied positions on the board, the President may not appoint an additional officer at that time, because it would create ten occupied positions.

Section 8: Nominations Committee:

a) A nominating committee shall be appointed by the president at least 30 days before the election of officers. It shall consist of three to seven members and one Director, one member of the Executive committee and one to five members in good standing from the Cooperative. This committee shall secure the consent of each nominee before placing his or her name on the proposed slate of officers.

b)

ARTICLE IV: DUTIES OF OFFICERS & DIRECTORS

Section 1. Duties of the President shall be:

- a. To preside at all meetings of the Board of Directors & the Cooperative, enforce the bylaws and exercise supervision over the affairs of the Cooperative.
- b. To appoint standing and special committees.
- c. To serve as an ex-officio member of each committee, except the nominating committee.

Section 2. Duties of the Vice-President shall be:

- a. To assist the president.

- b. To perform the duties of the president in the absence of that officer.
- c. To serve as Director of an alternate committee.
- d. To serve as an ex-officio member of each committee, except the nominating committee.

Section 3. Duties of the Secretary shall be:

- a. To keep a full and correct record of all proceedings of the Cooperative.
- b. To have charge of Cooperative correspondence.
- c. To keep the roll and read the minutes at each meeting.

Section 3b. Duties of the Treasurer shall be:

- a. To help prepare a budget for approval by the Cooperative.
- b. To receive, hold and pay out all monies of the Cooperative as designated by the adopted budget. Any expenditures not included in the budget must be approved by the executive committee.
- c. To keep an accurate record of the receipt and expenditures of all funds.
- d. To present a financial statement when requested to do so.
- e. To serve as Director of the finance committee.

*NOTE: the secretary and treasurer positions are held by one Board member that is as Officer of the
Executive Committee*

Section 4. Duties of the Art Crawl Director shall be:

- a. To coordinate the Art Crawl and other Art Centered Events as deemed appropriate by the Board.
- b. To follow the project plan, and set up and oversee the Art Crawl held twice a year in addition to any other Art Centered Events as deemed appropriate by the Board.
- c. To attend Building Organizer meetings that are sponsored by the SPAC.

Section 5. Duties of the Public Relations Director shall be:

- a. To provide advice and support in all branding and advertising ventures as deemed appropriate by the board.
- b. To instruct members in correct marketing and public relations activates as deemed appropriate by the board.

Section 6. Duties of the In Reach Director shall be:

- a. To provide the Members in Good Standing with the appropriate support and referrals as deemed appropriate by the board.
- b. To provide Members in Good Standing referrals so they may access assistance when needed, i.e. help when elevator goes down etc...

Section 7. Duties of the Livability Director shall be

- a. To advise the Board regarding activities for Cooperative meetings.
- b. To conduct icebreakers and recreation at each Cooperative meeting or activity.
- c. To organize get-togethers , parties and social events for the Cooperative membership
- d. To organize clean-up activities for the areas in and around the Tilsner building

Section 8. Duties of the Tenant Rights Director shall be:

- a. To collect and communicate information to the board as well as members of the Cooperative about concerns and issues surrounding the community.
- b. To act as a liaison and speaker for the membership of the Cooperative to the Board of Directors.

Section 9. Duties of the Selections Committee Director shall be:

- a) To act as the organizer, interviewer and liaison between the prospective tenant and the Selections Committee members.
- b) To work with the on-site management agent to follow through with the Artist Selection process to insure the Federal Fair Housing policies and procedure are followed to fullest extent.

Section 10. Duties of the Exhibitions Director shall be:

- a) To curate the art in the hallways, lobby and common space area of the Tilsner during the Art crawl off-season.
- b) To head up the Lowertown First Fridays involvement of the Tilsner Building.
- c) To make contacts and organize art gallery shows and art-centric events at the Tilsner

Section 11. Duties of the Fundraising Director shall be:

- a) To organize fundraising events for the Coop and the members

- b) To make contacts with grant writers for the furthering of the committees, guilds and members of the Cooperative.
- c) To facilitate a professional relationship building prerogative to make connections within and throughout the artistic communities to further our public profile as well as attract other like-minded groups that are interested in investing in the local arts of Lowertown Saint Paul.

<Add other officers & duties as needed>

Please refer to the Cooperative Policies and Procedures Handbook for detailed descriptions and guidelines for the Officers and Directors.

ARTICLE V: COMMITTEES AND DUTIES

Section 1. The following are alternative and additional committees. These committees shall be appointed by the Executive Committee and the Nominations Committee leader at the beginning of the year for a one-year term.

Section 2. Duties of the standing committees shall be

<Examples may include: finance, membership, participation, social, community service, or others>.

<Select those which apply>

(a) Finance – The finance committee shall have the responsibility of presenting a proposed budget to the Cooperative and arranging for an audit of the books when necessary. The committee shall also review the financial status of the Cooperative and make recommendations for fund-raising projects during the year. The committee shall assist the treasurer in completing the annual year end reports to submit to the Cooperative Board and TCHDC.

(b) Membership – The membership committee shall encourage every Tilsner household to participate in Cooperative events and volunteerism in the Cooperative. The committee will also be

responsible for information gathering of new members for the Cooperative, welcoming visitors and prospective members at Cooperative meetings, and providing new members with Cooperative information.

(c) Participation Committee – The participation committee shall be responsible for all of the participation progress reports at the regular meetings as well as all Board sanctioned functions. This includes planning the year’s programs at the beginning of the year and being responsible for each calendar of events during the year.

(d) Social – The social committee shall be responsible for providing recreation at each Cooperative meeting, for all special activities during the year, and for recruiting member families to provide refreshments and be hosts and hostesses for each regular meeting.

(e) Community Service – The community service committee shall be responsible for planning community service activities to involve all members of the Cooperative. Those activities should help the members develop personally as well as benefiting the community and county.

Section 3. Other committees may be named as the need arises.

ARTICLE VI: MEETINGS

Section 1. Regular meetings of the Cooperative Board shall be held on the second Tuesday of each month.

Section 2. Special meetings may be called by the president and/or any Board Director.

Section 3. Cooperative meetings will include business, social, recreation, and art centered activities.

Section 4. In order to conduct official business of the Cooperative at large (vote, elections, etc.), a quorum of at least fifty percent (50%) of the total Households in Good Standing of the Coop membership must be present. If the 50% quorum is not achieved for voting purposes during an all Coop meeting special meeting of the Coop membership, the meeting shall be adjourned. The meeting must be rescheduled and

convened with-in 24 hours of the original meeting. At that time the quorum shall be reduced to 30% of the Cooperative Households in Good Standing for quorum.

Section 5. Proxies: Proxy Ballots shall be awarded to Households in Good Standing by request only. A representative from a Household in Good Standing must make a formal request to the Board Secretary/Treasurer for the Proxy Document to be filled out by the Secretary/Treasurer, the Household representative and signed by the absentee member prior to the meeting in reference for a vote regarding the topic on the agenda filed for a vote. Proxy ballots shall be registered with the Secretary/Treasurer prior to the vote during the roll call portion of the meeting.

ARTICLE VII: MEETINGS

Section 1: The following procedure is a Cooperative Guideline for the order of business for meetings held by the Board of Directors.

NOTE: Refer to the Policy and Procedures Handbook for further details regarding meetings of the Board, All Coop, committees and meeting agenda requirements.

Section 2: The order of business for regular meetings is:

- Call to order
- Roll call; determination of quorum
- Reception of new members and recognition of guests
- Reading and approval of minutes
- Reports – officers, committees, projects groups, special activities, leaders
- In progress business
- New business
- Q & A
- Adjournment

This order of business may be altered for the convenience of a speaker presenting by the Board President and Vice President.

ARTICLE VIII: POLICIES & PROCEDURES

Section 1: Policies must be approved by the board. Please refer to the Policies & Procedures Handbook. Any policy attached to the bylaws—per the Handbook—are to be considered amendments to the bylaws and are a valid extension of such.

ARTICLE IX: COOP DISBANDMENT

Should the Cooperative disband, all real property, including money, equipment and land, shall, within 30 days, become the property of the *Cooperative* or Twin Cities Housing for care and disposition. The real property will be transferred to an agreed upon organization. The last official duty of the Cooperative's organizational leader shall be to affect the transfer of Cooperative property and to turn over all Cooperative records to the approved organization.

ARTICLE X: AMENDMENTS

Section 1: These bylaws may be amended at any regular or special meeting of the Cooperative by a two-thirds vote of the members present, provided that the proposed amendments have been presented to the Cooperative in writing and filed with the secretary at the previous meeting of the Cooperative. A quorum must be present for the vote. Amendments must not conflict with Fair Housing or Human Rights Laws.