

CALICO ROCK MUSEUM FOUNDATION, INC.
Amended Articles of Incorporation and By-laws Article

I. Name and Location

The name of the organization is the Calico Rock Museum Foundation, Inc., federal employer identification number 26-2632165, hereinafter referred to as “the foundation.” The principal location is 100 Main Street in Calico Rock, Arkansas. The registered agent is Steven Mitchell, a legal resident of Calico Rock, Arkansas.

Article II. Purpose

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The foundation does not engage in political or lobbying activities.

Article III. Non-Profit Organization

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV. Board of Trustees

Section 1. The board of trustees, which shall consist of not fewer than five or more than nine members, shall have full authority, set policies and ethical standards, govern, operate, and handle all financial affairs of the foundation and Calico Rock Museum & Visitor Center.

Section 2. The mayor of the City of Calico Rock, Arkansas shall be a trustee.

Section 3. Remaining trustees shall be elected to three-year terms without limitation on service.

Section 4. A trustee may be removed at any time for any reason by a 2/3 majority vote.

Section 5. The board shall elect trustees and fill vacancies on the board.

Approved, as amended, by the board of trustees on July 17, 2014

Section 6. The board shall meet quarterly or upon the call of the chair or a majority of trustees. A quorum shall be a majority of the board of trustees.

Article V. Executive Committee and Officers

Section 1. The executive committee shall consist of the officers of the board of trustees and may exercise the full authority of the board of trustees.

Section 2. The officers shall be a chair, vice chair, and secretary/treasurer assuming the duties typically assigned for the office or assigned by the board.

Article VI. Non-Discrimination

The foundation does not discriminate on the basis of race, religion, gender, national origin, affiliation, disability, or otherwise as provided by Federal or Arkansas law.

Article VII. Dissolution

Upon dissolution of the organization, all assets shall be distributed to the City of Calico Rock, Arkansas for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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

Amendments may be approved by an affirmative 2/3 majority vote of trustees at any regular or special meeting. Proposed amendments must be provided to the trustees at least three (3) days prior to the meeting.