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

Article I. Organization

Section 1. The Calico Rock Museum Foundation, Inc., a 501 (c) (3) tax exempt organization is a public benefit corporation under the Arkansas Nonprofit Corporation Act of 1993.

Section 2. The principal place of business is 104 Main Street in Calico Rock, Arkansas.

Section 3. The foundation fiscal year shall be January to December.

Section 4. The foundation shall not have memberships.

Article II. Purpose

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

Article III. Prohibitions

Section 1. No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2. The foundation shall not be engaged in propaganda, lobbying, or political campaigning, nor carry on any other activities not permitted (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. All authority for governance, management, policy-making, and operation of the foundation and the Calico Rock Museum & Visitor Center shall be vested in a seven-member board of trustees.

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

Section 3. The remaining six trustees shall be elected by majority vote of the board of trustees to a three-year term. Two trustees will be elected annually so that trustees will serve staggered terms. There is no limitation on the number of terms a trustee may be elected to serve. Vacancies shall be filled by the board.

Section 4. A trustee may be removed without cause by a 2/3 majority vote of the board of trustees. Trustees must be given seven days written or electronic notice of any meeting where removal of a trustee will be considered.

Section 5. The board of trustees shall meet quarterly. Special meetings may be called by the chairman or two (2) trustees. Trustees must be provided with two days written or electronic notice of the date, time, and place of any meeting.

Section 6. A majority of the board of trustees will constitute a quorum for any meeting.

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Article V. Officers and Executive Committee

Section 1. A chairman and vice chairman, elected by majority vote of the board of trustees, shall be the officers and shall hold office until their successors are elected and qualified.

Section 2. The executive director will be the ex-officio secretary/treasurer.

Section 3. The officers and one trustee elected by the board shall serve on the executive committee. The executive committee may exercise the full authority of the board of trustees when the board is not in session. The executive committee will notify the board of their actions within two days. The executive director will be an ex-officio member of the executive committee.

Section 4. An officer may be removed without cause by a majority vote of the board of trustees. Trustees must be given seven days written or electronic notice of any meeting where removal of an officer will be considered.

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

Section 1. A 2/3 majority vote of the board of trustees may dissolve the foundation. Trustees must be given written notice and notice must be published in the local newspaper at least seven days prior to any meeting where dissolution may be considered.

Section 2. Upon dissolution, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the foundation, dispose of all of the assets of the foundation exclusively for the purposes of the foundation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Any undisposed assets shall be disposed of by the chancery court of Izard County, Arkansas exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Article VIII. Amendments

Amendments may be approved by 2/3 majority vote of trustees. Trustees must be given seven days written or electronic notice of any meeting where amendment is to be considered.

Approved, as amended, by majority vote of the board of trustees on May 27, 2016.