

Bylaws of the
AMERICAN CREATIVITY ASSOCIATION

ARTICLE I-NAME

The name of the corporation shall be American Creativity Association, an Ohio nonprofit corporation.

ARTICLE II-PURPOSE

The purpose of the Association shall be as provided in Article II of the Articles of Incorporation. Thus, the Association's activities shall include, but are not limited to the following:

- (1) developing and publishing a newsletter/magazine that will highlight the creative process and creative activities in society;
- (2) developing and publishing a formal research journal that will stimulate and promote creativity research efforts
- (3) organizing and sponsoring regional meetings and an annual convention to facilitate the (i) presentation and exchange of new information and ideas relating to creativity, (ii) demonstration of new creativity training techniques, and (iii) stimulation of enthusiasm for the study of creativity;
- (4) disbursing funds to other Section 501(c)(3) organizations whose mission and activities promote the study and development of creativity in society; and
- (5) engaging in any other activity related to promotional investigation of the phenomenon of creativity as deemed appropriate

ARTICLE III-OFFICES

Section 1. Registered Office. The registered office of the corporation required by Chapter 1702 of the Ohio Nonprofit Corporation Law to be maintained in the State of Ohio is as provided and designated in the Articles of Incorporation. The Board of Directors may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of the State of Ohio.

Section 2. Other Offices. The corporation may establish and maintain such other offices within or outside of the State of Ohio as the Board of Directors may, from time to time, determine, or where the activities of the corporation may require.

ARTICLE IV-MEMBERSHIP

Section 1. Designation of Members. The members of the corporation shall be the persons, corporations or organizations so designated from time to time by the Board of Directors.

Section 2. Classification and Characterization of Members. The membership of the corporation shall be classified into seven distinct societies. The characterization and definition of each of the seven societies shall be determined by the Board of Directors. The board may modify the characterizations if circumstances dictate such revision.

Section 3. Membership Classes and Dues. There shall be such classes of membership and dues for such members as so designated from time to time by the Board of Directors. Dues of members shall consist of annual dues. The annual dues for members shall be in such amount, and payable at such time, as the Board of Directors shall adopt by resolution. Failure to timely remit such dues shall terminate membership rights and privileges, if any, and such members shall be removed from the membership role maintained by the corporation.

Section 4. Annual Meeting. The annual meeting of the members of the corporation shall be held each year, commencing in the year 1990, at the principal office of the corporation (or at such other place as the Board of Directors may designate) at such date and hour as the Board of Directors shall determine.

Section 5. Notice of Meetings. Members shall receive written notice of all annual and special meetings of the corporation. Written notice shall state the time and place of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called. Written notice shall be given by mail at least thirty (30) days prior to the meeting to each member at such address as appears on the membership roles of the corporation.

Section 6. Member Voting Rights and Meetings. The members shall have voting rights as members. Each member shall have one (1) vote at all meetings of the membership. Pursuant to the terms of Article V, the members shall be entitled to elect the Board of Directors of the corporation. Moreover, an action of the majority of the members present at a meeting at which a quorum is present shall be taken as the action of the general membership. A quorum shall be defined as at least five percent (5%) of the members of the corporation.

Section 7. Voting by Proxy. A member of the corporation may cast his or her vote in person or through proxy. The appointment of a proxy shall be in writing filed with the Secretary of the corporation at or before the meeting.

ARTICLE V-BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) individuals, one (1) of whom shall be the President and Chief Executive Officer solely by reason of holding that position.

Qualifications - Only members in good standing may serve on the Board. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Association are ineligible to serve on the Board of Directors.

Directors shall serve terms of 2 years.

Section 3 The appointment and composition of the elections committee shall follow the guidelines for all association committees. See Section 15. The purpose of said committee shall be to select and present a slate of at least one (1) candidate for each vacancy to be filled on the Board of Directors from members in good standing of the Association. Said slate shall be presented to the members and voted upon via mail electronically. The consent of each candidate must be obtained before his or her name is placed on the slate. A sufficient number of members shall be elected to the Board for a two (2) year term so as not to exceed a twelve (12) member board.

Section 4. Successive Terms. Not more than two (2) successive terms of service on the Board of Directors by any individual shall be and are hereby allowed under these Bylaws unless fewer than two candidates are available for election to the position.

Section 5. Management of Corporate Affairs. The Board of Directors of this corporation shall control the general management of its affairs. An Executive Director shall be appointed to carry out the policies and procedures established by the Board of Directors and manage the daily affairs of the corporation. In addition to the powers and authorities these Bylaws confer upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are directed or required by statute or the Articles of Incorporation of the corporation or by these Bylaws.

Section 6. Ex Officio Members. Ex officio members of the Board of Directors shall not be entitled to vote at any meeting of the Board of Directors but shall have such other rights, privileges, duties, liabilities, and authority conferred upon them in the Articles of Incorporation of the corporation or by these Bylaws.

Section 7. Vacancies. In the event a director dies, resigns, is disabled or is otherwise removed, the vacancy shall be filled by a member of the corporation duly appointed by the President. Any member thus appointed shall serve until the next annual meeting of the members of the corporation or until his or her successor has been duly elected and shall qualify.

Section 8. Voting. Each member of the Board shall exercise one (1) vote and, unless otherwise specified by statute, the Articles of Incorporation of the corporation or these Bylaws, the acts and resolutions of the Board shall be enacted by a majority vote of those directors constituting a quorum pursuant to Section 12 of this Article. Voting by proxy shall be allowed by the method specified in Article IV, Section 7 of these Bylaws.

Section 9. Meetings of the Board of Directors. The Board of Directors may hold meetings either within or without the State of Minnesota. Regular meetings of the Board of Directors shall be held at such times and places as shall from time to time be determined by the Board. Notice not less than thirty (30) business days shall be directed to each director by a

method specified in Article IX of these Bylaws. All meetings of the Board of Directors shall be open to the members of the corporation.

Section 10. Special Meetings. Special meetings of the Board may be called by the President or the President-elect on notice of not less than thirty (30) business days directed to each director in accordance with the notice provision of Article IX. Special meetings shall be called by the President-elect or Secretary in like manner and on like notice on the written request of twenty-five percent (25%) of the members. Activities transacted at any special meeting of the Board shall be limited to the purpose stated in the notice. All special meetings of the Board of Directors shall be open to the members of the corporation.

Section 11. Meetings Without Notice. Any director may in writing, either before or after a meeting of the Board, waive notice thereof; and without notice any director by his attendance at and participation in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof. Whenever all of the directors of this corporation shall be present and consent to or participate in a meeting thereof, such meeting shall be deemed to be a legal meeting and all the business transactions thereat shall be legal and valid in all respects, the same as though such meeting had been regularly called and notice thereof had been regularly given.

Section 12. Quorum and Adjourned Meeting. At all meetings of the Board there shall be a quorum for the transaction of business if there are present directors who constitute a majority of the members of the Board at the time of the commencement of the meeting. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a

quorum shall be present. If a quorum is present, the act of a majority of the directors present and voting shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute, the Articles of Incorporation or these Bylaws

Section 14. Attendance at Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of

Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation at a meeting shall constitute presence in person at the meeting.

Section 15. Committees. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, and set the number of one or more committees. The President shall have the power to appoint the Chairperson of each committee, whose term shall be two (2) years in duration. The Chairperson of a committee shall select the committee members, and shall present to the Board for confirmation the slate of members and all plans of activities of the committee on a regular basis. Any such committee, to the extent provided in the resolution, shall have and may exercise all the powers and authority of the Board of Directors in the management and the business affairs

of the corporation. Unless otherwise stated in the resolution creating it or in these Bylaws, committee actions shall be taken only upon affirmative vote of all members of the committee. Failure of a committee to reach agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.

Section 16. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when requested.

Section 17. Compensation of Directors. Directors shall not be compensated for their duties as directors, including service upon Board committees, but may be reimbursed for expenses incurred as a result of attending Board of Directors or committee meetings. No such payment shall preclude such directors from serving the corporation in any other capacity and receiving compensation therefore.

Section 18. Removal of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a director may be removed, with or without cause, upon a three-fourths (3/4) vote of the Board of Directors. A Chief Executive Officer director shall resign or be removed immediately upon his resignation or other termination as President and Chief Executive Officer of the corporation.

Section 19. Resignation. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or if no time be specified at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Resignation of a director shall be mandatory upon the events designated in Article V of these Bylaws. This director shall be replaced by an appointment by the President for the remainder of the term of the resigned director or officer.

ARTICLE VI

OFFICERS

Section 1. Roster of Officers - The Association shall have a president, a president-elect, a secretary, a treasurer and such other as may be required to oversee and lead major processes within the Association.

Candidates for President and President-Elect will be identified on the ballot with the Board of Director candidates and shall be voted on the members.

Secretary and Treasurer can be appointed from the Board of Directors or can be appointed by the President as ex-officio non-voting members of the board.

Each officer shall be a member of the corporation and shall serve for a two (2) year term. The consent of each candidate must be obtained before his or her name is placed on the slate.

Section 2. President. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Directors. The President shall have general

and active management of the business of the corporation under the supervision and direction of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all contracts or instruments requiring an officer's signature, unless otherwise directed by the Board of Directors, and shall have the general powers and duties usually vested in the office of President of the corporation and shall have such other powers and perform such other duties as the Board of Directors may, from time to time, prescribe.

Section 3. President-elect. The President- elect shall exercise and perform the authorities and duties of the President in the event of the latter's death, disqualification or incapacity, unless otherwise provided by the Board of Directors. The President-elect shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the members and shall cause to be recorded all votes and the minutes of all proceedings of the Board of Directors and of the members in a book to be kept for that purpose, to be made available to the Board of Directors and upon request to any member and shall oversee the membership registry maintained by the executive office. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the members, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 5. Treasurer. The Treasurer shall have the care and custody of the corporate funds and securities and shall oversee the disbursement of funds of the corporation as may be ordered from time to time by the Board of Directors. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall oversee the deposits of all monies, securities and other valuable effects of the corporation in the name and to credit of the corporation in such depositories as may be designated from time to time by the Board of Directors. Except to the extent that some other person or persons may be specifically authorized by the Board of Directors to do so, the Treasurer shall make, execute and endorse all checks and other commercial paper on behalf of the corporation when requested by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII

Chapters, Special Interest Groups, and Networks

Chapters, Special Interest Groups, and Networks may be formed based on geographical boundaries or interest areas to promote the vision, mission, and work of the Association as well as to provide Association members with the opportunity to foster connections.

ARTICLE IX
OPERATIONS

Fiscal Year - The fiscal year of the Association shall be the calendar year.

ARTICLE X
NOTICES

Section 1. Notices. Whenever, under the provisions of the statutes, or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any member, director or committee member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, or electronically addressed to such member, director or committee member at his or her address as it appears on the records of the corporation, and such notice shall be deemed to be given at the time when the same shall be sent. Notice may also be given written or electronically within ten (10) days.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI
Code of Ethics

The Association and its Directors and Employees will comply with the following Code in all of their actions. As long as the Association is in existence, and except with the prior approval of the Board of Directors, no director, officer or employee of the Association shall:

- (a) do any act in violation of these Bylaws or a binding obligation of the Association;
- (b) do any act with the intention of harming the Association or any of its operations;
- (c) do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Association;
- (d) receive an improper personal benefit from the operation of the Association;
- (e) use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association;
- (f) wrongfully transfer or dispose of Association property, including intangible property such as goodwill; and
- (g) use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's mission.

ARTICLE XII

Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by *Robert's Rules of Parliamentary Procedure* unless otherwise provided herein.

ARTICLE XIII

POLICIES

Section 1. Cooperation. This corporation may cooperate with other organizations and agencies, provided that no commitments are made which bind the corporation without prior authorization of the Board or the membership as may be necessary.

Section 2. Political Influence and Lobbying. This corporation, its members, officers, and directors are not authorized to endorse any commercial or partisan activity, carry on propaganda, attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office in any way that, directly or indirectly, states or implies that the corporation is a participant in, or approves of, the activity.

ARTICLE XIV

GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money or notes of the corporation shall be signed by such officer or officers or other such person or persons as the Board of Directors may from time to time designate. If deviating by more than 10% from budget items, the disbursement of funds must come to the Board for budget adjustment approval.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 3. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the corporation unless specifically authorized by the Board of Directors.

Section 4. Records. The Association will keep correct and complete accounting records.

Section 5. Inspection of Books and Records. All books and records of this Association may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 6. Deposits. All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

Section 7. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association. The Association may make gifts and give contributions only to an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor federal tax code.

ARTICLE XV

Conflicts of Interest

Section 1. The Directors of the American Creativity Association owe a duty of loyalty to the organization which requires that in serving the American Creativity Association they act, not in their personal interests or in the interests of others, but rather solely in the interests of the American Creativity Association. Directors must have undivided allegiance to the American Creativity Association's mission and may not use their positions as Directors, information they have about the American Creativity Association, or the American Creativity Association's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.[For the purpose of this policy, relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relative, if the latter resides in the same household.]

Section 2. Business transactions of the American Creativity Association in which a Director has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the American Creativity Association and that they will not lead to conflict of interest. For the purposes of this policy, a Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, or principal officer in any such organization. Prior to the start of any negotiations, or consideration of any project by the organization, Directors are expected to make full disclosure to the best of their knowledge of any substantial financial interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the American Creativity Association. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval.

Section 3. A Director with a substantial interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

Section 4. A Director shall not use inside information of the American Creativity Association for his/her personal benefit, or use such inside information or his/her position as Director to the detriment of the American Creativity Association. Inside information is information obtained through the Director's position that has not become public information.

Section 5. Each Director has a duty to place the interests of the American Creativity Association foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy.

ARTICLE XVI

Amendments

The bylaws may be amended by a 2/3 vote of the members at a meeting where a quorum is present or electronically.

ARTICLE XVII

Dissolution or Sale of Assets

A unanimous vote of the Board of Directors shall be required to dissolve the Association. Upon dissolution of the Association, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Association shall be paid or distributed to an officer, director, member, employee, or donor of the Association.