



## ***NON-PROFIT CORPORATION BY-LAWS***

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of North Dakota and the Articles of Incorporation of Art & Adventure Educational Tours. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act North Dakota, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be these Bylaws which shall be controlling.

### ***ARTICLE I*** **NAME & OFFICE**

**Section 1. Non-profit Corporation:** Art & Adventure Educational Tours

**Section 2. Principal Executive Office Address:** 1907 Willow Dr. Grand Forks, ND 58201

**Section 3. NTEE Code:** B99

### ***ARTICLE II*** **PROVISIONS**

**Section 1. Purpose Clause:** This organization is exclusively for educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax election code.

**Section 2. Nonprofit Purpose:** Art+Adventure Educational Tours serves as an educational development institution that imparts knowledge through transformative experiences. Our mission is to equip learners with the skills essential for thriving in a global landscape, offering them chances to cultivate the essential skills required for success in academia, professional life, and their future. Our commitment lies in fostering societal progress by instilling values of tolerance, empathy, self-sufficiency, and resourcefulness.

**Section 3. Narrative Description:** This organization was established with the primary goal of providing learners an exceptional opportunity to explore the world, delving into the realms of art, history, and culture. By venturing beyond borders, learners are ignited with an unparalleled ardor and an ambitious drive to strive for excellence. It is widely acknowledged that experiential learning holds paramount importance, and international travel inherently cultivates not only creativity and a profound sense of self-worth but also imparts invaluable lessons in independence as well as adept management of time and financial resources. The journey of exploration also fosters the development of goal-setting acumen and nurtures a diligent work ethic in the pursuit of one's aspirations. Through the auspices of this nonprofit endeavor, learners will be empowered to engage in fundraising endeavors, avail themselves of scholarships, and partake in journeys facilitated by seasoned experts well-versed in the domains of education, travel, and safety.

### ***ARTICLE III*** **MEETINGS**

**Section 1. Annual Meeting:** The organization shall hold an annual meeting for the purposes of electing/re-electing a board of directors and to receive the annual report of the directors and other reports (tours & funds), and for the purpose of transacting such other business as may properly come before such meeting. The meeting shall be held annually in February.

**Section 2. Special Meetings:** Special meetings of the members may be called for tours. The notice of special meetings shall be in the same manner as prescribed in the annual meeting.

**Section 3. Notice:** Notice will be given to members no less than ten (10) no more than sixty (60) days before the meeting. Such notice shall state the purpose for which the meeting is called, the time, and place of where it shall be held.

**Section 4. Place of Meeting:** The place of all meetings of the members of the organization shall be determined by the board of directors and may be either within or without of North Dakota.

## ***ARTICLE IV***

### **BOARD OF DIRECTORS**

**Section 1. Number and qualifications:** The business and affairs of the corporation shall be managed and controlled by the Board of Directors consisting of not less than four (4) members. The officers of the corporation shall be president, a vice-president, a secretary, a treasurer and such other officers, either elected or appointed as the board may from time to time determine, including but not limited to a position of executive director or its equivalent.

**Section 2. Term:** The Board of Directors Officers shall be elected by the current officers of the corporation at the annual meeting or at a special meeting and shall hold office for a term of three (3) years, or until their successors are elected, and can be reelected. At any meeting of the board of directors called for the purpose, any officer elected or appointed by the board of directors, or any employee, may be removed from office by three (3) member votes.

**2a.** The vice-president shall succeed to the office of the president for the proceeding term.

**Section 3. Vacancy:** Vacancies occurring on the board for any cause may be filled for the unexpired term by the majority vote of the directors present at a meeting.

**Section 4. Meeting:** The board shall meet on such dates and and at such times and places as the members of the board may from time to time decide based on tour meetings.

**Section 5. Duties:** The Board of Directors shall have the duty and the authority to carry out the purpose of the corporation in accordance with these by-laws.

**Section 6. Salary:** The elected officers and directors shall not receive directly or indirectly, any salary or other compensation from the organization. Employees or appointed officers of the corporation shall receive such compensation as may from time to time be determined by the board of directors.

**Section 7. Ex Officio Members:** The employees of the organization and the immediate past president shall be ex officio members of the board of directors without a vote, but shall be entitled to notice of all the meetings in accordance with *Article III, Section 2*.

## ***ARTICLE V***

### **OFFICER DUTIES**

**Section 1. President:** The president of the board shall preside at all the meetings of the board of directors. He or she shall call all meetings as herein provided and shall have the responsibility of carrying out the purposes of the organization and enforcing these by-laws.

**Section 2. Vice-President:** The vice-president shall perform such duties as may be assigned by the board of directors and shall carry out all the functions and duties of the president in the absence of the president.

**Section 3. Secretary:** The secretary shall be charged with the responsibility of keeping all the records of the proceedings of the meetings of the organization and meetings of the board of directors. The secretary shall notify the members of the organization and the board of directors of their respective duties in accordance with the by-laws and shall perform such other duties as directed by the president and board or directors.

**Section 4. Treasurer:** The treasurer shall be the financial officer of the corporation and shall also receive and deposit approved moneys in the organization bank account. Using the online registrar the treasurer will keep an accurate account thereof. Disbursements and allocations, subject to such regulations as may be determined from time to time by the board of directors, will also hold record for the board to see at any opportunity.

**Section 5. Other Officers:** The duties of such other officers as may be designated by the board shall be

determined by the board and could include the transfer on some of the duties designated for other officers.

## **ARTICLE VI**

### **FISCAL AFFAIRS AND AUDITS**

**Section 1. Fiscal Year:** The fiscal year of the organization shall be from the 1st day of January to the 31st of December.

**Section 2. Funds:** All funds of the corporation shall be deposited in the banks (Gate City Bank) or depositories in the name of the organization upon resolution made by the board of directors. All withdrawals from such banks or depositories shall be recorded in the registrar and signed off by an officer or employee.

**2a. Operating Expenses:** Operating expenses of Art & Adventure Educational Tours shall be paid with the approval of the Board of Directors.

**Section 3. Fundraising Activities:** Eligible fundraising activities the organization is eligible to solicit;

**3a. Website, Mail, Email, Personal, and/or Phone Solicitations:** use donation letter

**3b. Receive donations from another organization's website.**

**3c. Bingo**

**3d. Foundation Grant Solicitations**

**3e. Government Grant Solicitations**

**3f. Other (non-bingo) Gaming Activities:** Must fill out Local Permit or Charity Local Permit from the Office of Attorney General Licensing Section in the activity city.

**Section 4. Compilation:** After the close of the fiscal year of the organization, the financial transactions for the preceding fiscal year shall be compiled by an independent outside source as approved by the board of directors and a report of the compilation shall be made to the board of directors.

## **ARTICLE VII**

### **DISSOLUTION**

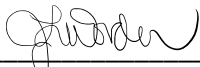
**Section 1. Clause:** Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE VII**

### **AMENDMENTS**

**Section 1. Clause:** These by-laws may be added to or amended at a regularly called meeting of the board of directors, provided that a copy of the proposed amendment or amendments accompanies the notice for the board meeting and provided further that such proposed amendment or amendments shall have had prior thereto the consideration of the Executive Committee of the board of directors at a duly called meeting.

The above by-laws are adopted and approved second day of October, 2023.



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President



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Secretary