

HANNIBAL ARTS COUNCIL BYLAWS

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BYLAWS

HANNIBAL ARTS COUNCIL, INC.

(A Missouri Non-Profit Corporation)

ARTICLE I: Name and Purpose

Section 1. Name: The name of this association shall be the HANNIBAL ARTS COUNCIL, INC., incorporated under the laws of the State of Missouri in 1975.

Section 2. Location: The principal office shall be located within the City of Hannibal, Missouri.

Section 3. Purpose: It shall be the purpose of this council to promote and encourage our community's cultural environment by creating and supporting opportunities to participate in and experience the arts on a personal basis.

Section 4. Non-Profit Status: The Council shall not undertake any activity in violation of the charter provisions, the laws or constitution of The State of Missouri, or the Internal Revenue Code, nor shall financial activities be undertaken which provide funds except those within the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954. The Council shall not at any time compensate its members. The Council may hire employees to help carry out its mission.

ARTICLE II: Memberships, Dues and Voting

Section 1. Individual Membership: The Individual membership of this organization shall include levels based on the amounts of annual dues paid and is open to all persons interested in furthering the purposes of the Council. The levels and amounts of dues are to be recommended by the Membership Committee and approved by the Board.

Section 2. Business Membership: The Business membership in this organization shall include levels based on the amounts of annual dues paid and is open to all businesses interested in furthering the purposes of the Council. The levels and amounts of dues are to be recommended by the Membership Committee and approved by the Board.

Section 3. Organizational Memberships: The Organizational membership will entitle said organization to general benefits appropriate for organizations belonging to HAC. The levels and amounts of dues are to be recommended by the Membership Committee and approved by the Board.

Section 4. Changes in Membership Structure: The Board of Directors of the Council shall have the power to change the amounts of dues and the levels of membership at the beginning or end of the fiscal year.

Section 5. Voting: Members defined in Sections 1, 2, and 3 of this article are entitled to elect members to the Board of Directors prior to the annual membership meeting through the Nominating Committee process (See Article IV, Section 2, b. Proxy voting will not be acceptable as voting procedure.

Section 6. Membership Year: The membership year of the Council shall be a rotating year beginning upon the date of payment of membership dues.

ARTICLE III: BOARD

Section 1. Board of Directors: The governing body of this Council is the Board of Directors, elected by the general membership.

a. Powers of the Board of Directors.

1. The corporate powers of this council shall be vested in the Board of Directors, which shall govern and manage the property and business of the corporation.
2. The Board is empowered to accept memorials, endowments and special purpose gifts in any amount at any time.
3. The Board shall have the power to vote on all Corporate and Council business. Each Board member shall have one vote.

b. Composition of the Board. The Board shall not have less than five (5), nor more than fifteen (15) members. There shall be an effort made to maintain a balanced representation of all segments of the community. A board member shall be a member in good standing.

c. Elections. The Board of Directors shall be elected by the general membership via written ballot prior to the annual general membership meeting. Each member shall be sent a written ballot at least two (2) weeks prior to the annual general membership meeting. The vote will become affective at the close of the voting period noted on the ballot. The vote will then be ratified at the annual general membership meeting.

d. Term of Office. All directors shall be elected for a term of three (3) years, with the terms of one-third (1/3) of the board members expiring each year. Each director may serve two (2) consecutive three (3) year terms then must leave the Board for a least one (1) year.

e. **Attendance Policy.** Each director shall be expected to attend all board meetings with the exceptions of illness, death in the family, or business-related travel.

f. **Vacancies.** Any vacancy occurring in the Board may be filled by nomination from the President, with the affirmative vote of a majority of the Board at any regular or special meeting of the Board of Directors.

Any person approved to fill a vacancy arising within the Board, whether in the first or second 3-year term of their predecessor, shall count that term as term one and may be nominated for one (1) additional 3-year term thereafter.

g. **Resignation.** Any director of the Board may resign from the Board by providing the Board with written notice of such intention to resign.

- After three (3) absences during a term year, excused or unexcused, a Director will be contacted by the President to inquire as to interest in continuing on the Board. After four (4) absences the Executive Committee will give the Director an opportunity to reaffirm commitment to the organization, or to tender their resignation. An unexcused absence is one in which a Director has not notified the office or the President prior to the meeting in accordance with (e) above.
- If any Director engages in conduct which in the opinion of the Board, is prejudicial to the best interests of the Council, such member will be removed from the Board at any meeting thereof, by the vote of two-thirds (2/3) of its members voting thereat, provided notice of such proposed action has been given to all directors at least ten (10) days prior to the meeting at which such removal is to be considered.

h. **Compensation.** Directors shall not be compensated, and no paid employees of the Corporation shall be eligible for election to the Board of Directors. No Director shall personally profit financially from the activities of the Council.

i. **Commitment.** Each Director will sign a Director's Nominee Agreement upon election to the board. The Board Agreement lists the responsibilities of board members.

Section 2. Officers. The Officers shall be elected annually by the Board of Directors. All officers shall be elected for a term of one (1) year. All Officers, whether elected or appointed, shall hold office until their successors are chosen.

- a. **Additional Officers.** The Board shall have the power to create any additional offices that the Board deems necessary or advisable. Such positions shall exist for one (1) year and may be renewed annually.
- b. **Replacement.** If the replacement of any Officer becomes necessary during his or her term of office, the Board shall have the power to appoint a candidate to fill the vacancy for the remainder of the unexpired term.
- c. **Duties of Officers.** In addition to the duties prescribed herein, the duties of the Officers of the Council shall be those that usually pertain to their respective offices, or as assigned to them by the Executive Committee and/or the Board of Directors of the Council.
 - **President.** The President shall be the principal Executive Officer of the Corporation and shall, in general, supervise and control all of the business of the Corporation. He or she shall preside over all the meetings of the general membership, the Executive Committee and the Board of Directors, and shall sign all contracts and other instruments which have been approved by the Board or Executive Committee, enforce all laws, rules and regulations pertaining to the duties usually relating to such office, including the appointment of committees.
 - **First Vice-President.** The First Vice-President shall assume the duties of the President in the event of the absence of the President, including presiding over duly called meetings. The first vice-president is required to attend Board meetings and all meetings of the Executive Committee.
 - **Second Vice-President.** The Second Vice-President shall perform those duties assigned from time to time by the President or Board of Directors and shall have the powers of the office of Vice-President and be subject to the restrictions of the office. The Second Vice-President is required to attend Board meetings and all meetings of the Executive Committee.
 - **Secretary.** The Secretary shall keep a record of all meetings of the general membership, Executive Committee and Board of Directors, and shall be responsible for providing a written copy to all such meetings.
 - **Treasurer.** The Treasurer shall be the liaison between the organizational office and the accounting firm handling the organizational accounting. These duties include check writing, check signing, tracking bank statements, deposits, and presenting monthly reports to the board. In

addition to the Treasurer, additional check signing authorization shall be determined by the Board and added to the corporate resolutions on file at all corporate financial institutions. The monthly reports to the board should include the Corporate assets, liabilities, receipts and disbursements. The treasurer may write and signs checks which have been appropriately approved per the Internal Controls Policy. The Treasurer shall recommend the annual budget to be voted upon by the Board of Directors and periodically review all policies concerning the finances of the Hannibal Arts Council, including the Internal Controls Policy. The Treasurer shall submit the books and records when an audit is recommended by the Board of Directors. An audit of the accounts of the Association shall be required as often as deemed necessary by the Board of Directors. The audit of the accounts of the Association shall be conducted in accordance with generally accepted auditing standards by an independent certified public accountant, appointed by the Board of Directors. The Treasurer is required to attend Board meetings and all meetings of the Executive Committee. The Treasurer shall be a member of the Finance Committee.

- **Ex-Officio.** The past president of the board, should the expiration of his or term of office coincide with the expiration of his or her term as Director, may remain an ex-officio member of the Board and the Executive Committee for one (1) year at the request of the President. The ex-officio shall serve without voting rights.

ARTICLE IV: COMMITTEES

Section 1. Committees. The President, with the approval of the Board of Directors, shall have the power to create any committee deemed necessary, either as a standing committee or a special committee. Persons other than members of the Board may serve on standing or special committees, but each committee shall have at least one (1) Director represented on it who shall be the Chairman.

Section 2. Standing Committee Commissions.

a. **Executive Committee:** The President, First and Second Vice-Presidents, Secretary, and Treasurer shall be designated by the Board to conduct the business of the Council as the Executive Committee. The President may appoint an ex-officio member in accordance with Article III, Section 2, to serve on this committee. The Executive Committee shall also serve as the Personnel Committee.

1. **Powers.** The Executive Committee shall have and exercise, in the intervals between the meetings of the Board of Directors, all the powers of the Board which

may lawfully be delegated in the management of said business of the Corporation, and such lesser powers as may, in said vote of the Board or from time to time by vote of the Board, be specified. Three members of the Executive Committee shall constitute a quorum. It shall meet at the call of the President with 24 hours advance notice.

2. **Recording the Meetings.** The Secretary of the Board, or in his or her absence, a Secretary Pro tempore chosen by the President, shall keep a true record of all Executive Committee proceedings, which record shall always be open to the inspection of any director. All actions of the Executive Committee shall be subject to review by the Board of Directors.
3. **Personnel.** The Executive Committee shall act as the Personnel Committee.
 - This committee shall meet annually to review and evaluate the performance of the Executive Director.
 - This committee shall periodically review the Personnel Policies, with suggested changes presented to the Board of Directors for a vote.
 - This committee is also empowered to hear grievances by HAC employees.
 - Any issue upon which a satisfactory agreement cannot be reached by this committee and an employee may be appealed the full Board.
 - The Executive Director is responsible for staff and day to day expenses.

b. **Nominating Committee.** The Nominating Committee shall nominate personnel to fill expired terms of Board of Directors, with those nominations then being voted upon by the general membership. The Nominating Committee shall also nominate persons to fill the slate of officers for the following year. The President shall chair and appoint three persons (one from general membership and two from the board) to serve on a Nominating Committee. This committee shall meet as needed prior to the annual general membership meeting to fulfill the purposes above. The committee shall submit its nominations to the Board of Directors at the board meeting held prior to the annual general membership meeting. The slate of officers shall also be presented at the board meeting held prior to the annual general membership meeting. The slate of officers will be voted upon and take office at the regular meeting of the Board of Directors following the annual meeting.

c. **Finance Committee.** The Finance Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to: safeguard its assets; oversee the judicious discharge of its funds; and ensure prudent investments; thereby, asserting its fiduciary responsibilities and guaranteeing the fiscal solvency of the corporation. The Finance Committee shall have the responsibility of making recommendations to the Board of Directors regarding all money and funds (i.e. general fund, vision fund, reserve fund, scholarship funds and any CD's or trust accounts).

d. **Property Committee.** The Property Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to: oversee the management of property and equipment; thereby ensuring that the Arts Council has used its available space and equipment in the most effective and efficient manner possible. It shall recommend and periodically review all policies concerning the property of the Hannibal Arts Council.

e. **Membership Committee.** The Membership Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to recruit members and involve them in the activities of the Arts Council, thereby increasing the membership base of the Arts Council. It shall recommend and periodically review all policies concerning the membership of the Hannibal Arts Council.

f. **Program Committee.** The Program Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to evaluate program effectiveness and ensure that HAC programming addresses the needs of the organization's constituencies, thereby fulfilling the mission of the Arts Council. It shall recommend and periodically review all policies concerning the programs of the Hannibal Arts Council.

g. **Children's Program Committee.** The Children's Program Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to evaluate program effectiveness and ensure that HAC children's programs address the needs of children and their families, thereby fulfilling the mission of the Arts Council. It shall recommend and periodically review all policies concerning the children's programs of the Hannibal Arts Council.

h. **Gallery Committee.** The Gallery Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to present and support a wide variety of quality exhibits, including single artist and group exhibits, theme exhibits, in both two- and three-dimensional mediums. It shall meet yearly to determine the gallery schedule and invitation list for artist to exhibit in the galleries. The committee will search for financial sponsors for each exhibit and make any needed arrangements for opening receptions. It shall recommend and periodically review all policies concerning gallery programs the Hannibal Arts Council.

i. **Promotion Committee.** The Promotion Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to oversee the visibility of the Arts Council in the community, evaluate the Arts Council presence on social media, consult on matters of paid advertising, news releases, special campaigns and partnerships with area media, thereby increasing the visibility and presence of the Arts Council. It shall recommend and periodically review all policies concerning promotion of the Hannibal Arts Council.

j. **Advisory Board.** An Advisory Board may be appointed by the President, with the consent of the Board of Directors. The Advisory Board, if appointed, should consist of three or more persons who may be members of the Hannibal Arts Council, but shall not be currently serving on the Board of Directors. The purpose of the Advisory Board will be determined at the time of its appointment, based on the needs of the Hannibal Arts Council at that time.

k. **Development Committee (Special).** The Development Committee is commissioned by and accountable to the Board of Directors of the Hannibal Arts Council to assume primary responsibility in all matters pertaining to annual giving, long-term fundraising efforts (deferred or planned giving, gifts of cash, stocks, securities, life insurance or bequests through wills/trusts) and capital campaigns, thereby solidifying the long-term financial base of the Hannibal Arts

Council. It shall recommend and periodically review all policies concerning resource development of the Hannibal Arts Council.

Section 3. Committee Chairpersons. Chairpersons may be appointed by the President with the approval of the Board of Directors or the Executive Committee. Their term of office shall continue as such until the next annual meeting of the Board or until their successor is appointed unless the committee shall be sooner terminated. If no chairperson is appointed, it becomes the first order of business of the committee to elect its own chairperson. Committee Chairs should be a member of the Board of Directors.

- a. **Responsibility.** The chairperson of each committee is responsible for scheduling and directing meetings and business of the committee as well as planning a budget where necessary. They are responsible for reporting the work of the committee to the Board of Directors, and to interpret appropriate Board action back to appropriate committee personnel. He or she is also responsible for providing written reports for organizational files.
- b. **Co-Chairperson.** The chairperson has the power to appoint his or her co-chairperson.

ARTICLE V: MEETINGS

Section 1. General Membership Meetings. The General Membership of the Council shall be invited to attend an annual general membership meeting to be held within two months of the fiscal year end for the purpose of presenting newly-elected board members, in accordance with the provision of these Bylaws, and transacting other business as necessary. Meeting will be held at a time and location to be specified by the President and will be preceded by adequate notice to the membership.

- a. **Special Meetings of the General Membership.** Special meetings of the general membership may be called at any time and for any purpose by the President.
- b. **Notice of Meetings of the General Membership.** Members shall be notified of every meeting of the general membership. Such notice of the official annual meeting shall appear in the newsletter and newspaper prior to an annual membership meeting. Notice of any special meetings of the general membership shall be made at least two (2) weeks prior to the date of such special meetings.
- c. **Quorum.** If the provisions of these Bylaws regarding notice of meetings have been carried out, a majority of those present shall constitute a quorum.

Section 2. Board of Directors Meetings. The Board of Directors shall meet monthly or whenever necessary to conduct Council business. Such meetings are to be attended by

Directors of the Board, Officers, and Chairpersons of the Committees. Special guest speakers may be invited. All individuals attending said meetings may present reports, make recommendations and enter into discussion of matters brought before the Board. Only Directors may offer or second motions, or vote on matters brought before the Board.

a. **Organizational Meeting of the Board.** The annual organizational meeting of the Board of Directors to elect officers shall be held immediately following the annual meeting of the general membership or during the regular meeting of the Board of Directors following the annual meeting. At such meeting, the slate of officers will be voted upon and take office. The exiting officers shall continue to serve in their representative capacities until their successors are elected at such meeting.

b. **Special Meetings of the Board.** Special meetings of the Board of Directors may be called at any time and for any purpose by the President or any three (3) Directors. Notice of the special meeting shall be served by the President of the Board of Directors calling the meeting in writing to all Directors at least 72 hours prior to the holding of such special meeting. An agenda shall be disclosed and only the items included on the agenda shall have action taken.

c. **Quorum.** A quorum for the transaction of business at Board meetings shall consist of a majority of the board members currently serving on the board. At any meeting of the Board where a quorum is present, business may be transacted by a majority vote. Unless otherwise specified in these Bylaws, any action taken shall be deemed the action of the Board.

d. **Closed Meetings.** The Board of Directors may close the meeting when discussing matters of personnel, finance, or contracts.

e. **Notice of Regular Meetings.** All members of the Board of Directors shall be notified by the mailing of such notice to their recorded addresses at least five (5) Days prior to said meetings.

Section 3. Executive Committee Meetings: Meetings of the Executive Committee may be held monthly. Special meetings of the Executive Committee may be called at the request of the President.

Section 4. Committee Meetings: Meetings may be called by the chairperson or a majority of the members of a committee, at any time and for any purpose, providing sufficient notice of said meeting is given to each committee member.

Section 5. NO PERSON is excluded from any Hannibal Arts Council, Inc. meeting, unless the meeting is closed in accordance with Article V, Section 2.d.

Section 6. Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation’s Directors may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

ARTICLE VI: STAFF, OFFICE AND EXPENDITURES

Section 1. Staff. The Board of Directors shall have the power to employ an Executive Director. The Executive Director, with the approval of the Board of Directors, shall have the power to employ such additional staff as is deemed necessary to carry out the policies and programs of the Board of Directors.

Section 2. Office. The location of the office of this organization shall be within the city limits of Hannibal, Missouri, at such location as the Board of Directors may from time to time determine. At all times, a mailing address, a telephone number, and a central office for official files of the Organization shall be maintained.

Section 3. Employee Job Description and Work Guidelines. A general job description and Work guideline for the Executive Director will be prepared by the Executive Committee. A copy shall be filed in the general disposition file of the Council’s office. All other job descriptions and work guidelines for additional staff will be prepared by the Executive Director and approved by the Executive Committee. Refer to Personnel Policies for Job Description and Work Guidelines.

Section 4. Expenditures. Supervision and control of the expenditures and commitments of Corporate funds shall be exercised by the Board of Directors, with recommendations from the Treasurer and the Finance Committee. All transactions, including deposits, payments,

withdrawals, and commitment of future expenditures shall be made in with the knowledge and understanding of the Finance Committee and in accordance with the Internal Controls Policy.

Section 5. Fiscal Year. The fiscal year of this organization shall be from July 1 through June 30 of the following year.

ARTICLE VII: RULES OF ORDER

Section 1. Rules of Order. Hannibal Arts Council meetings shall be governed by general rules of order, including but not limited to, Robert's Rules of Order.

Section 2. Parliamentarian. The President may appoint a Parliamentarian to serve at any meeting, as deemed necessary or advisable, or such appointment may be requested by a majority of the Board of Directors, or by committee chairpersons.

ARTICLE VIII: AMENDMENT OF THE BYLAWS

Amendment of the Bylaws. The Bylaws of this Corporation may be amended by the Board of Directors at any meeting by the affirmative vote of a majority of the Directors in good standing as of that day. Proposed Amendments of the Bylaws shall be presented to the Board of Directors at least 30 days prior to taking the vote on such proposed Amendments.

ARTICLE IX: LIMITATION OF LIABILITIES

Indemnification

- a. The corporation shall indemnify, to the full extent that it has the power to do so under the laws of the state of Missouri, any persons who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The

termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

- b. The corporation shall indemnify, to the full extent that it has the power to do so under the laws of the state of Missouri, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or to the best interest of the corporation; except that no indemnification shall be made in respect or any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in his performance or duty to the corporation, unless and only to the extent that the court in which action or suit was brought, determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- c. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Section 5 Article IX, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- d. Any indemnification under Subsections A and B of Section 5 of this Article IX, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of the quorum consisting of directors who are not parties to the action, suit or proceeding, or if such a quorum is not attainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt and undertaking by or on behalf of the director, officer, employee or agent to repay

such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

- f. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the articles of incorporation, by-laws, or any agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and his action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.
- g. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article IX. *