

Allegany Arts Council, Incorporated

BY-LAWS

ARTICLE I: NAME

The legal name of this organization shall be the Allegany Arts Council, Incorporated, hereinafter the AAC.

ARTICLE II: MISSION

The AAC is a non-profit organization working to ensure that Allegany County is A Community Alive with the Arts! Our mission is to promote awareness, understanding and appreciation of the literary, visual and performing arts in Western Maryland in order to enhance the quality of life in our area. Our ongoing goals are to champion the arts in Allegany County, to support practicing artists and local art organizations, and, through creative placemaking, to encourage economic development and facilitate the growth of our community into a regional arts destination.

The organization shall operate exclusively for charitable and educational purposes. No part of the net earnings of the organization may inure to the benefit of any individual except for the payment of salaries, expenses and other obligations incurred in fulfillment of the mission of the organization.

In the event of liquidation, dissolution, or winding up of the organization in any manner or for any reason, all of the assets of the organization, after payment of the obligations and liabilities, shall be distributed, transferred, conveyed, delivered, or paid over to any non-profit, educational or cultural organization(s) with Section 501(c)(3) status under the Internal Revenue Code approved by the Board of Directors.

ARTICLE III: MEMBERSHIP

Section 1. Personal Memberships. Various categories of membership are available to any person in the community wishing to support the Arts. Each category of membership shall be entitled to one vote. All members in good standing, with dues paid, may vote at any special or General Membership meeting. The Board of Directors shall establish the categories and annual dues for personal memberships.

Section 2. Organizational Memberships. Organizations that are actively engaged in Arts service to the greater community, possessing or eligible for tax-exempt status, are eligible for membership. Organizations are entitled to one vote at any special or General Membership meeting. The Board of Directors shall establish the annual dues for organizational memberships.

Section 3. Business and Non Arts Organization Memberships. Any business or organization in the community wishing to support the Arts is eligible for membership. Each such member is entitled to one vote at any special or General Membership meeting. The Board of Directors shall establish the annual dues for business and Non Arts Organization memberships.

Section 4. Revocation of Membership.

A. Membership will automatically be revoked for failure to pay prescribed dues within 90 days after the start of new calendar year.

B. Membership may be revoked by the Executive Director with the approval of the Executive Committee.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The business of the AAC shall be governed by the Board of Directors.

Section 2. The Board shall meet once monthly except for the month of June when the annual membership meeting shall be considered a meeting of both the Board and the General Membership.

Section 3. Special meetings may be called by the president, executive board or five members of the Board with a minimum of five days telephonic or e-mail notice to the rest of the Board.

Section 4. Proxy voting shall be allowed if in writing and limited to the issue(s) set forth in the published agenda of a single specific meeting.

Section 5. The Board of Directors shall be composed of 15 members of the General Membership and honorary, *ex-officio* or emeritus directors as may be approved by the Board. The immediate past-president shall be invited to be an honorary board member for one year after serving the office of president, unless eligible for and elected to the Board as a regular member. These honorary, *ex-officio* or emeritus directors shall not be limited in number but will not have a vote nor will they be counted toward a quorum.

Section 6. Term of Office for Board Members. Term of office shall be three (3) years. Members may serve for three (3) consecutive terms. A board member must be off the Board for at least one year before being re-elected. The term of office for a Member may be extended if a member is serving an unfinished term as an officer. Each year one third of the Board of Directors shall be elected/re-elected by the General Membership at the Annual Membership Meeting.

Section 7. Any mid-term vacancy on the Board of Directors may be filled by an Executive Committee appointment, with input from the Governance Committee, for the remainder of the un-expired term. A mid-term appointment shall not be counted as a full "term of office," and shall not preclude a board member from serving three (3) additional three (3) year terms.

Section 8. Each member of the Board of Directors shall have one vote. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum. A simple majority of those voting is sufficient for the adoption of any motion. On a tie-vote, the motion is defeated.

Section 9. Any Board member who misses more than three meetings in the course of a year may be asked by the Executive Committee of their intention to continue to participate on the AAC Board of Directors. At the discretion of the Executive Committee, any Board member may be asked to resign.

Section 10. The officers of the Board of Directors shall also serve as the officers of the Allegany Arts Council.

Section 11. All members of the Board of Directors shall be current members of the Allegany Arts Council and shall renew their membership annually, unless they are Life Members. Board members may join at any membership level they wish. Board contributions are not considered membership dues.

ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The officers shall be President, Vice President, Secretary and Treasurer. The officers shall be nominated from the Board of Directors and elected by the General Membership at the annual General Membership Meeting.

Section 2. The term of all officers of the Board of Directors shall be two (2) years. In special circumstances, and with a majority vote of the Board of Directors, an officer may be permitted to serve an additional consecutive two-year term.

Section 3. In the event that an officer resigns mid-term or is unable to complete his/her term, the Executive Committee shall nominate a replacement officer for approval by the board. Any partial term so served shall not be included in the term limits referred to above.

Section 4. The President shall preside at all meetings of the General Membership, Board of Directors and the Executive Committee, and perform all such other duties as ordinarily pertain to the office of the President.

Section 5. The Vice President shall perform the duties of the President in the absence or disability of the President, shall chair the Governance Committee, and shall perform such other duties as may be assigned by the President. Upon the expiration of the President's term, the Vice President shall be nominated to assume the office of President.

Section 6. The Secretary shall keep minutes of all meetings of the General Membership, Board of Directors, and the Executive Committee, and shall present them to the Executive Director shortly after the meeting.

Section 7. The Treasurer shall chair the Investment Committee and oversee all financial matters. The Treasurer shall work with the Executive Director and President of AAC in the preparation of the annual budget, shall review the finances of the AAC on a regular basis, and shall make recommendations to the Board of Directors.

ARTICLE VI: ELECTIONS

Section 1. Not less than two (2) months prior to the annual General Membership meeting, the Governance Committee shall present for Board approval a slate of nominees to fill officer and Board Member terms expiring at the end of the fiscal year. The approved slate is to be made available to the General Membership not less than fifteen (15) calendar days prior to the General Membership Meeting.

Section 2. The slate shall be acted upon at the annual General Membership meeting by

a majority vote of the General Membership. A simple majority of those voting shall be sufficient for election.

ARTICLE VII: EXECUTIVE DIRECTOR

The Executive Director shall be employed by and be responsible to the Board of Directors and shall establish and maintain an office, community room, and gallery, keep records and files, and hire and supervise any additional personnel. The Executive Director shall serve as a non-voting *ex-officio* member of the Board of Directors and the Executive Committee. The duties of the Executive Director shall be articulated in a separate employment contract.

ARTICLE VIII: FINANCES AND CONTRACTUAL POWERS

Section 1. The fiscal year shall begin on July 1st and end on June 30th.

Section 2. With the approval of the Board of Directors, the President and/or the Executive Director is authorized to execute Contracts, Deeds, Leases, Bills of Sale, Mortgages, Notes, Bonds, and other instruments.

Section 3. Bank checks or other financial drafts require two (2) of the following signatures: Executive Director, Treasurer, President, Vice President or Secretary.

ARTICLE IX: DUES

Section 1. The rate of annual dues shall be proposed by the Executive Director and approved by the Board of Directors. If no change is proposed, they shall remain the same as the year before.

Section 2. All dues are due one year after joining. Members will be notified when their membership will expire within two months of that expiration date.

ARTICLE X: COMMITTEES

Section 1. Board of Director Participation on Committees. All members of the Board of Directors shall serve on at least one committee. Each year at the July meeting, the President shall appoint a member of the Board of Directors to chair each of the Standing Committees, except for the General Operating Grants Committee. The executive director shall be an *ex-officio* member of each committee, and shall chair the General Operating Grants Committee. The President shall also circulate a list of committees and ensure that each Board member is assigned to at least one.

Section 2. Recruitment of Non-Board Members to Committees. Committee Chairs may recruit non-Board members to participate on their committees.

Section 3. Standing Committees

A. Executive Committee

1. The President is the designated chair of the Executive Committee. The Executive

Committee shall be composed of the *ex-officio* Executive Director, *ex-officio* immediate past president and the officers of the Board of Directors: President, Vice President, Secretary, and Treasurer.

2. The Executive Committee shall advise and recommend agenda items, recommend grant guidelines, develop long-range strategies for planning, and operate affairs of the AAC in concert with the Executive Director.

3. The Executive Committee shall meet periodically, as deemed necessary by the President and/or Executive Director. At least three (3) members of the Executive Committee must be present at a meeting to constitute a quorum.

4. The Executive Committee shall review the annual budget yearly, prior to the overall Board's review, to promote a more in-depth understanding of the budget and the ability to communicate it fully to the remainder of the Board.

B. Governance Committee

1. The Vice President is the designated chair of the Governance Committee. The President shall appoint at least three other members from the Board of Directors.

2. The Governance Committee shall regularly review the needs of the AAC regarding membership of the Board of Directors and shall propose the slate of nominees for elections, as outlined under Article VI, after seeking suggestions from the Board of Directors and the general membership.

3. Board membership should be based upon the ability of a nominee to contribute time, talent, and money toward accomplishing the AAC mission. Interpersonal characteristics reflecting collaborative relationships, community influence, regional perspectives and leadership should also be considered. In addition, board nominees should reflect as much diversity as possible: age, gender, race, profession and education.

4. The Governance Committee shall develop an Orientation Plan and conduct orientation on a regular basis for all new Board members, whether appointed during or outside the yearly cycle. A list of Board member responsibilities will also be provided to each new member.

5. The Governance Committee shall develop and review organizational policies, including By-Laws, and train and educate the Board as to best practices in the area of governance.

6. The Governance Committee shall also assure a yearly assessment/evaluation of the Board and individual Board members, including each Board member's self-evaluation.

C. Investment Committee

1. The Investment Committee shall oversee the restricted investment fund and other unrestricted investments of the AAC.

2. The Investment Committee shall be comprised of at least three members of the Board of Directors, one of whom shall be the Treasurer, who shall be the Chair, and at least

two members of the general public with expertise in this area. The President may name another Chair should there be a conflict of interest.

3. The Investment Committee shall be responsible for proposing investment strategy, overseeing investments and meeting regularly with the persons handling the investments and reporting back to the Board on at least a semi-annual basis.

4. The Investment Committee is charged with developing an Investment Policy for Board approval and shall operate pursuant to that Policy.

D. General Operating Grants Committee

1. The Executive Director is the designated chair of the General Operating Grants Committee. The chair will select the members of the committee each year. The committee shall consist of at least six members of the community, at least one of which shall be a member of the Board of Directors.

2. The General Operating Grants Committee shall review and evaluate all General Operating Grant applications and make funding recommendations to the Board of Directors, based on the established grants budget allocation for each fiscal year.

E. Human Resources Committee

1. The Human Resources Committee shall include the President of the Board of Directors and at least two other board members one of whom should have experience in the field of human resources.

2. The Human Resources Committee shall have responsibility for:

a. Assisting the Board President with the annual review of the Executive Director.

b. Providing guidance to the Executive Director regarding HR issues that may be above and beyond every day issues.

c. Investigating and resolving any HR issues that may involve the Executive Director.

d. Assisting the Executive Director with hiring, if requested.

e. Taking the lead in any search for a new Executive Director.

f. Be responsible for drafting and suggesting updates to a written policy manual in consultation with the Executive Director and other employees of the organization.

g. In the event of a significant human resources issue, the Human Resources Committee may pursue consultation with a human resources professional, including an attorney who specializes in the HR field of law.

F. Fundraising Committee

1. The Fundraising Committee shall be comprised of at least three board members, one of whom shall be chair, and at least an equal number of non-Board members.
2. The Fundraising Committee shall be charged with suggesting and helping to implement fundraising, as needed by the organization.
3. All members of the Board are expected to participate in fundraising activities, not just members of the Fundraising Committee.

G. Additional Committees. The President may appoint ad hoc committees from the Board of Directors and General Membership as circumstances warrant, or as directed by the Board of Directors or the General Membership.

ARTICLE XI: MEETINGS

Section 1. The General Membership shall meet annually in June for the purpose of electing officers and members of the Board of Directors, receiving reports by officers and committees, and for other business that may arise. The Board may, at a regularly scheduled meeting, vote by a two-thirds majority to change the Annual Meeting date.

Section 2. Special meetings of the General Membership may be called by the President with the approval of the Board of Directors or by the written petition of ten or more members of the AAC, provided such petition states the purpose for which the meeting is desired. At any special meeting only such business as specified in the petition may be transacted, unless the notice also provides for the transaction of other business.

Section 3. Notice of meetings of the General Membership shall be given at least fifteen (15) calendar days prior to the date of the meeting.

Section 4. Proxy votes will not be accepted at any meetings of the General Membership.

ARTICLE XII: AMENDMENTS

These By-Laws may be amended at a regular or special meeting of the Board of Directors. The text of the proposed amendment or revisions shall have been made available to the Board at least fifteen (15) calendar days in advance of the meeting at which the matter is to be considered. Amendments require a two-thirds favorable vote of the Board. All amendments shall be publicized in the monthly newsletter immediately following their adoption and up-to-date by-laws shall be available on the organization's web site.

ARTICLE XIII: INDEMNITY INSURANCE

The organization shall purchase and maintain insurance for the purpose of indemnifying any person, including directors, officers, employees, agents or volunteers, to the full extent allowed by Maryland law.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

Section 1. *Robert's Rules of Order, Revised* shall be the parliamentary authority at all

Board of Directors and General Membership meetings.

Section 2. *Robert's Rules of Order, Revised* shall be the parliamentary authority on all matters not covered by the By-Laws of this organization.

Section 3. Procedural matters at all Board of Directors and Annual Membership Meetings shall be governed by *Robert's Rules of Order, Revised*.

Approved: July 1, 1975. Amended: October 5, December 7, 1976; May 1982; July 11, 1990; January 14, 1992. Amended & Approved: June 11, 1992. Amended & Approved: June, 1996. Amended & Approved: November 5, 1996. Amended & Approved: June, 1998. Amended & Approved: June 12, 2001. Amended & Approved: June 19, 2003. Amended & Approved: June 24, 2004. Amended & Approved: November 4, 2008. Amended & Approved: April 5, 2011. Amended & Approved: December 6, 2011, Amended & Approved: October 16, 2015