

Bylaws of the Berkeley Arts Council, Inc.
Approved by the Board of Directors, October 5, 2009

ARTICLE I: NAME

The legal name of this organization shall be the Berkeley Arts Council, Incorporated, hereinafter the BAC.

ARTICLE II: MISSION

The BAC is a non-profit organization working to ensure that Berkeley County has a vibrant, vital arts environment. Our mission is to promote awareness, understanding and appreciation of the literary, visual and performing arts in the Eastern Panhandle of West Virginia, in order to enhance the quality of life in our area.

Our ongoing goals are to champion the arts in Berkeley County, to support practicing artists and local art organizations, to encourage economic development through the arts, and to facilitate the growth of our community into a regional arts destination.

The BAC welcomes members and audiences of every heritage, race, gender and belief; and will enable participation by those with special needs and challenges to the best of our ability.

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 as approved by the Board of Directors.

ARTICLE III: MEMBERSHIP

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.

Section 1. Individual Memberships. Each individual has one vote at any special or General Membership meeting. The Board of Directors shall establish categories and annual dues for individual 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. Membership will automatically be revoked for failure to pay prescribed dues within 90 days after the start of new calendar year.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The business of the BAC shall be governed by the Board of Directors (BOD).

Section 2. The BOD 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 of the BOD may be called by the president, executive director 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. Alternate voting procedures

4a. If circumstances or timing do not allow convening a Board meeting, a vote on a single issue may be conducted by electronic means. A member shall transmit a motion to the Secretary for distribution. The Secretary shall forward the motion to all Board members. Replies must be received within forty-eight (48) hours. The first vote received in favor shall be considered a second of the motion.

The Secretary shall record the votes of all members and report to the Board. Any member who objects to conducting the vote outside of a meeting may notify the Secretary and the motion shall be deferred for later consideration.

4b. Proxy voting

A BOD member who is unable to attend a regular or special Board meeting may transmit a proxy vote on an issue or issues set forth in the published agenda. The vote must be received by the Secretary, in a form that can be printed, prior to the conclusion of the meeting. The member shall acknowledge that s/he has sufficient information to vote on that issue.

Section 5. The Board of Directors shall be composed of eleven (11) members of the General Membership and any 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 two years after serving in 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 two (2) consecutive terms. A board member must be off the Board for at least one year before being re-elected, but may serve ex-officio if asked by the Board. 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 BOD may be filled by an Executive Committee appointment, with input from the nominating committee, for the remainder of the unexpired term. A mid-term appointment shall not be counted as a full term of office, and shall not preclude a board member from serving two additional three (3) year terms.

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

Section 9. Members of the Board of Directors shall serve without compensation for that service, but individuals may be reimbursed for expenses as approved by the Board. Individuals may be compensated for services also performed at times by other members, at a rate consistent with practice in the Eastern Panhandle region.

Section 10. A member of the BOD absent from three consecutive meetings shall be requested by the President to give notice of intention to participate. If this intention is unsatisfactory to the Board, the member shall be denied participation on the Board and asked to resign.

Section 11. The officers of the BOD shall also serve as the officers of the BAC.

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 BOD shall be two (2) years. No elected officer shall hold the same office more than two (2) consecutive terms.

Section 3. In the event that an officer resigns mid-term or is unable to complete his/her term, the BOD shall appoint a member of the Board to complete the vacated term.

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 Nominating/Membership 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 at the annual General Membership Meeting.

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 and the President shortly after the meeting. Minutes shall be approved at the subsequent meeting and then shall be available to all members upon request.

Section 7. The Treasurer shall oversee all financial matters, chair the Finance Committee, review the budget with the Executive Director, review and approve the financial reports presented by the Executive Director at Board of Directors' meetings and work with the Executive Director as an advisor.

ARTICLE VI: ELECTIONS

Section 1. Not less than two (2) months prior to the annual General Membership meeting, the Nominating 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 and other facilities as approved by the Board of Directors; maintain the records and files of the organization; 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 1 and end on June 30.

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: Treasurer, President, Vice President, Secretary, or Executive Director.

ARTICLE IX: DUES

Section 1. The rate of annual dues shall be proposed by the Treasurer and approved by the Board of Directors. If no change is proposed, they shall remain the same as established for the preceding year.

Section 2. All dues are due and payable January 1 of each year. Individuals, organizations, or businesses joining the BAC for the first time within two (2) months of the expiration of the calendar year, shall have dues credited to the following year. Initial members who join within four months prior to the first full calendar year of operation receive credit for the full year also.

ARTICLE X: COMMITTEES

Section 1. Board of Directors Participation on Committees

All members of the BOD shall serve on at least one committee. Each year at the July meeting, the President shall appoint a member of the BOD to chair each of the Standing Committees. The Executive Director shall be an ex-officio member of each committee.

Section 2. Recruitment of Non-Board Council Members

Each year when the notice is sent to the full membership regarding the slate of candidates for election to the Board, the BAC shall notify the general membership of the committees with positions to be filled and invite their participation.

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 immediate past president and the officers of the Board of Directors: President, Vice President, Secretary, and Treasurer, and Executive Director.
2. The Executive Committee shall advise and recommend agenda items, recommend policies and practices regarding grants, develop long-range strategies for planning, and operate affairs of the BAC 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. However, the Committee may confer by telephone or email for routine matters not affecting policy. The Secretary shall keep a record of such conferences.

B. Nominating Committee

1. The Vice President is the designated chair of the Nominating Committee. The President shall appoint at least two other members from the Board of Directors.
2. The Nominating Committee shall review the needs of the BAC throughout the year with regard to membership of the BOD and shall propose the slate of nominees for

elections, as outlined under Article VI, after seeking suggestions from the BOD and the general membership.

3. Board membership should be based upon the ability of a nominee to contribute time, talent, and/or money toward accomplishing the BAC 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 Nominating Committee shall develop an Orientation Plan for new Board members, as well as a list of Board member responsibilities.

C. Finance Committee

1. The Treasurer is the designated chair of the Finance Committee. The Finance Committee shall work with the Executive Director and President of BAC in the preparation of the annual budget, shall review the finances of the BAC on a regular basis, and shall make recommendations to the Board of Directors. The President shall appoint at least two additional committee members from the Board and two not from the Board.
2. The Finance Committee will review the books and records at the end of each fiscal year and report to the Board of Directors.
3. The Finance Committee shall recommend policies regarding investments and shall seek an advisor or advisors to the Board.

D. Organizational Development Committee

1. The Organizational Development Committee (ODC) shall recruit members and seek to develop a diverse array of individuals and talents to insure the BAC serves a broad spectrum of the community. This includes developing policies to encourage openness and to serve varied interests in the community.
2. The ODC shall prepare an operating handbook, available to all members, incorporating the policies and practices that guide the BAC.
3. The ODC shall recommend training and workshops for the Board, staff and membership, and seek necessary funding to provide these opportunities.
4. The ODC shall evaluate community response to BAC programs and make recommendations to the Board to increase the value of BAC.

E. Community Outreach Committee

1. The Community Outreach Committee (COC) is responsible for developing programming, events and activities to serve artists and audiences throughout the community. Specific activities of the COC shall be carried out by task teams with the support of the Executive Director.
2. The COC shall build relationships with other organizations in the community to help create opportunities for artists, develop venues for arts events, and identify fundraising opportunities.
3. The COC shall develop, operate and maintain communications between the BAC and the community by Web site, email and other electronic media.
4. The COC also carries out marketing and promotion activities.

F. Additional Committees

The President may appoint ad hoc committees or task teams from the Board of Directors and General Membership as circumstances warrant, or as directed by the BOD 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 BOD or by the written petition of ten or more members of the BAC, 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 to the membership 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 may purchase and maintain insurance for the purpose of indemnifying any person, including directors, officers, employees, agents or volunteers, to the full extent allowed by West Virginia 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.