

**BYLAWS  
THE ARTS AND CULTURAL COUNCIL OF THE RAPPAHANNOCK, INC**

**ARTICLE I NAME**

The name of this corporation is: The Arts and Cultural Council of the Rappahannock, Inc. hereinafter referred to as the Council.

**ARTICLE II PURPOSE**

- A. The mission of the Council is to advance the arts and cultural life of the central Rappahannock region by supporting and strengthening the region's arts and cultural organizations, and its arts and cultural offerings for the benefit of all its citizens.
- B. The *central Rappahannock region* includes the following counties: Stafford, Spotsylvania, Caroline, King George, Westmoreland and the city of Fredericksburg.
- C. The goals of the Council, in fulfilling its mission, are
  - 1. Serve as an "Arts Advocacy" Group;
  - 2. Advance the arts and cultural life in our region by strengthening and supporting the various arts and cultural organizations as well as by providing development opportunities for individual artists and art organizations;
  - 3. Raise public awareness of local Arts by regularly publicizing the numerous art offerings in our area;
  - 4. Increase opportunities for participating in various arts activities to our citizens, especially those in under-served populations; and
  - 5. Promote the region as an *Arts Destination of Merit*.

**ARTICLE III MEMBERSHIP**

- A. Membership: General membership is open to any individual or organization that subscribes to the purposes of the organization and pays dues annually.
- B. Rights of Members: Each individual member or organization shall have the right to vote on election of directors and other matters presented to membership by the Board.
- C. Membership categories shall be: Individual/Family; Government/Business/Organization.
- D. Dues: The Board of Directors shall establish annual dues payable by or at the Annual Meeting.

**ARTICLE IV OFFICERS**

- A. Officers.
  - 1. The officers of the Council shall be President, Vice President, Secretary and Treasurer.
  - 2. The officers of the Council shall be the Executive Committee.
- B. Election: The officers shall be elected by majority vote of the members at the Annual Meeting.

C. Terms of Office.

1. Officers serve three-year terms.
2. Vacancies in an office during a term may be appointed by the Board of Directors.

D. Duties.

1. The President shall preside at the meetings of the Council and the Board of Directors; shall schedule meetings; shall appoint committees; and shall serve as an ex-officio member of all committees except Nominating.
2. The Vice-President shall have such responsibilities as the Board may assign. In the absence of the President, the Vice-President shall perform the duties of the President.
3. The Secretary shall ensure that the minutes of all meetings of the Council and Executive Committee are maintained; shall be responsible for correspondence of the Council and shall perform other duties as assigned by the President.
4. The Treasurer shall oversee the receipt, deposit, and disbursement of Council funds; shall oversee the maintenance of accurate and auditable books; shall ensure that tax returns are filed as necessary; and shall oversee the development of an annual budget.

## **ARTICLE V BOARD OF DIRECTORS**

A. Organization

1. The Board of Directors shall include the officers, any other elected members of which no more than one quarter (25%) shall represent member organizations.
2. Quorum. A quorum of the Board shall consist of a majority of its members.

B. Duties

1. The Board shall manage the business of the Council.
2. The Board shall prepare a report for the annual meeting of the membership. Such report shall include a summary of activities and financial report of the Council.
3. The Board shall approve the employment of Executive Director and any other staff as recommended by the Executive Committee.
4. Directors shall not receive any compensation from the Arts Council for service rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.
5. The Board shall meet at least four times annually.
6. Special meetings of the Board may be called by any officer or by any three Directors.

C. Terms of Office

1. Members of the Board of Directors are elected to three-year terms and are eligible for election to one additional term.
2. No Director may serve more than two consecutive terms in the same office.

D. Election

1. Directors shall be elected by a majority vote of the membership at the Annual Meeting or at a special meeting called for such purpose.
2. Directors shall be elected from the nominees presented by the Nominating Committee and additional nominees from the floor.

#### E. Vacancies

1. A director may be removed by a majority vote of the Board for failure to perform his or her duties as a Director.
2. Vacancies on the Board of Directors due to resignation, removal or unfilled positions may be filled by appointment of the Board of Directors, until the next Annual Meeting

#### F. Informal Action by Directors

1. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing by facsimile, by mail, or by electronic mail to the adoption of the action. Ratification of the action will be voted at the next meeting.
2. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

- G. Fiscal Sponsorship: The Arts Council may enter into agreement with individuals, groups, or non-profit organizations to receive donations of cash and other property for support of specific activities which directly further the charitable and educational goals of the Arts Council; and may make disbursements in furtherance of the Council's mission. The Arts Council shall retain complete control and discretion over the use of all contributions received on behalf of the specific activity, as required by the IRS. Such fiscal sponsorship agreement[s] shall comply with all IRS guidelines pertaining to such agreement[s] as designated in a Fiscal Sponsorship Agreement signed by both the Arts Council and the sponsor of the activity or project.

### **ARTICLE VI MEETINGS**

- A. The Board of Directors shall call general membership meetings annually, and additional meetings at its discretion.
- B. Notice of regular meetings will be given to members at least 30 days in advance.
- C. Special meetings may be called on 10 days notice.
- D. The annual meeting shall be held in the month of June.
- E. A quorum for the transaction of business at the annual meeting shall be 20% of the membership.

### **ARTICLE VII COMMITTEES**

#### A. Executive Committee

1. The Officers of the Council shall constitute the Executive Committee.
2. The Past President may serve as adviser to the Executive Committee.
3. The Executive Committee shall be vested with the powers of the Board of Directors when acting between Board meetings and may not be in conflict with the decisions of the Council.
4. The Executive Committee meeting minutes shall be sent to all members of the Board one week prior to each meeting of the Board of Directors.

B. Nominating Committee.

1. The Nominating Committee shall consist of at least four members, at least one of which shall be a Board member.
2. The Nominating Committee shall present a list of candidates for officers and Board members for acceptance and approval by the Board.
3. The Nominating Committee shall notify the membership of the slate of approved candidates at least 30 days prior to the Annual Meeting.

C. Finance Committee.

1. The Finance Committee may consist of three members, including the Treasurer of the Council.
2. The Finance Committee may perform such duties as are assigned by the Executive Committee.

D. Other Committees: The President with the approval of the Executive Committee may appoint such other committees as are necessary to carry out the work of the Council.

### **ARTICLE VIII AMENDMENTS**

A. The Bylaws may be amended by compliance with the provisions as set forth below:

1. The Board of Directors may approve recommendations for amending the Bylaws by two thirds vote of the Board during any regular or special meeting of the Board.
2. Amendments recommended by the Board shall be sent to all members at least 10 days before the Membership Meeting. A two-thirds vote of the membership at the Membership Meeting shall approve.

### **ARTICLE IX PARLIAMENTARY AUTHORITY**

The parliamentary authority of the Corporation shall be *Robert's Rules of Order, Newly Revised* except where in conflict with these bylaws.

### **ARTICLE X DISSOLUTION**

After payment of adequate provision for the debts and obligations of the Corporation, the remaining assets shall be distributed to non-profit fund, foundation or corporation which is organized for arts and cultural purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.