

Proposed Bylaws Changes, November 2023

Huntingdon County Arts Council By-Laws Bylaws

ARTICLE I – OBJECTIVES

Section 1. The objectives of the Council shall be as follows:

- a. To encourage and promote the artistic and cultural activities of our county area.
- a. To stimulate interest and awareness in the Arts among county people.
- b. To establish and maintain helpful, friendly relations among all persons and groups connected with this Council.
- c. To develop and provide leadership in art and cultural activity in our county.
- d. To communicate a sense of appreciation for the Arts.
- e. To give deeper understanding to our cultural heritage.
- f. To provide for continuity within the Board of Directors and officers of the Council.

ARTICLE II – MEMBERSHIP

~~Section 1. Membership definitions~~

- ~~a. An INDIVIDUAL MEMBER is a person interested in fostering and supporting the objectives of the Council.~~
- ~~b. A FAMILY MEMBER is any family interested in fostering and supporting the objectives of the Council.~~
- ~~c. A BUSINESS MEMBER is any corporation, partnership, individually owned business or recognized group interested in fostering and supporting the objectives of the Council. Businesses that provide financial support to particular programs of the Council over and above the annual dues amount are awarded membership in the Council.~~
- ~~d. A NON-PROFIT MEMBER is any non-profit corporation or recognized non-profit group interested in fostering and supporting the objectives of the Council.~~
- ~~e. PATRON AND BENEFACTORS are designations of individuals, families, non-profit organizations or businesses who contribute financially at a defined level beyond that of basic membership.~~
- ~~f. RECIPROCAL MEMBER is a non-profit organization that compliments the objectives of the Council and is approved by the Board of Directors.~~
- ~~g. LIFETIME MEMBER is an individual or business that significantly supports the Council, upon approval of the Board of Directors. —~~

Section 1. Membership definitions are described in the Policy Manual.

~~Section 2. Term of membership:~~

~~Membership is valid for 12 months.~~

Section 2. Membership is valid for 12 months as noted in the Policy Manual.

ARTICLE III – DUES

~~Section 1. Dues~~

~~Each category of membership as defined in Article II will have annual dues assigned to it by the Board. In the event that no action is taken, the dues shall remain the same for the following year.~~

Each category of membership as defined in the Policy Manual will have annual dues assigned by the Board.

ARTICLE IV – BOARD OF DIRECTORS

~~Section 1. Number of Board Members~~

~~The Board of Directors shall be made up of an odd number of active Board members, with a minimum of 13, but no more than 17.~~

~~Section 2. Membership Status~~

~~All persons elected to serve on the Board shall be dues-paying members of the Council.~~

~~Section 3. The Board of Directors shall have the following powers and duties:~~

- ~~a. To make policy decisions as to the direction of the Council.~~
- ~~b. To make decisions on the monthly business of the Council.~~
- ~~c. To hire the Executive Director.~~
- ~~d. To establish committees and to define their functions, duties, and powers.~~
- ~~e. To approve the Council's expenditure of funds.~~
- ~~f. To censure, suspend or expel a member of the Board for non-performance of duty, false representation of Board policy, or for criminal action involving Council approved activities. Each member of the Board of Directors shall~~

be guaranteed due process rights of a hearing and allowed legal representation if such action is necessary. The Board of Directors may also reinstate such member. ~~A member of the Board may be removed for reasons listed in the Policy Manual.~~

- g. To call special meetings of the general membership.
- h. ~~To be individually acquainted with the Constitution and By Laws.~~

Section 4. Term of Office – All Board Members will serve a two (2) year term of office and may succeed themselves.

Section 5. The Board of Directors will ~~will~~ **may** fill vacancies in the officers of the Council and Board of Directors until the next Annual Meeting.

ARTICLE V – ELECTIONS

Section 1. A Nominating Committee appointed by the President and chaired by the ~~Past-President~~ **Executive Member at Large** shall compile a slate of nominees for vacancies in the Board of Directors and Council officers. Any active member can make nominations for any office either to the Nominating Committee or from the floor at the Annual Meeting upon consent of the nominee.

Section 2. At the Annual Meeting or a ~~s~~**Special m**Meeting called, elections will ~~will~~ **may** be held by secret ballot or other means agreed upon at the Annual Meeting.

~~Section 3. Any vacancy occurring during the term of any office shall be filled by the Board's election until the next annual meeting.~~

ARTICLE VI – OFFICERS

~~Section 1. The Council officers will be selected and voted on by the Council's voting membership at the annual meeting. There shall be five (5) elected officers: President, Vice-President, Past-President, Secretary, and Treasurer. All officers must attend monthly meetings unless excused by the President. The council officers listed below will be selected and voted on by the Council's voting membership at the annual meeting. There shall be the following elected officers: President, Vice President, Executive Member at Large, Secretary and Treasurer.~~

Section 2. Term of Office

- a. Office of President: the person will serve as President for a one-year term ~~and also a one-year term as Past-President and may succeed themselves once if duly re-elected. This will not prevent other nominations to the office of the Presidency in any year.~~
- b. The Vice-President will be elected for ~~three years: the first year as Vice-President, the second year as President and the third year as Past-President~~ **annually**.
- c. Offices of Secretary and Treasurer: each of these people will serve a two-year term of office and they may succeed themselves.
- d. **The Executive Member at Large will serve a one year term and may succeed themselves.**

Section 3. The duties and powers of the President shall be as follows:

- a. Preside at all regular and special meetings.
- b. Call special meetings.
- c. Familiarize Board Members with general responsibilities and guidelines.
- d. Appoint committee members.
- e. Serve as a ~~voting member of the Board of Directors~~ and member ex officio on all committees.
- f. Choose the form of the meeting order (Robert's Rules of Order, etc.).
- g. **Represent Council in collaborative projects that support the mission of the Council that have the approval of the Board and/or appropriate Committee.**

Section 4. The duties and powers of the Vice-President shall be:

- a. Perform the duties of the President in the absence of the President.
- b. Assist with other committees when requested.
- c. Perform such duties as are delegated by the Board.
- d. ~~Vote as a member of the Council.~~

Section 5. ~~The duties of the Executive Member at Large will be: The duties and powers of the Past-President shall be:~~

- a. ~~Perform the duties of the President and Vice-President in their absence.~~
- b. ~~Orient new officers.~~
- c. ~~Perform such duties as are delegated by the Board.~~
- d. ~~Chair the Nominating Committee.~~

- e. ~~Vote as a member of the Council.~~
- a. **Work to ensure the implementation and adherence to the Strategic Plan in effect at the time.**
- b. **Perform such duties as delegated by the Board and documented in the Policy Manual.**
- c. **Chair the Nominating Committee.**

Section 6. The duties and powers of the Secretary shall be:

- a. Take and transcribe minutes of all Board of Director and Executive Committee meetings.
- b. Distribute copies of past minutes to appropriate members in a timely manner.
- c. Perform such duties as are delegated by the Board.
- d. ~~Vote as a member of the Council.~~

Section 7. The duties and powers of the Treasurer shall be:

- a. Maintain full awareness of the financial and accounting records of the organization by frequent consultation with the Executive Director regarding such records.
- b. Present monthly financial statements to present to the Board at monthly meetings and a yearly financial statement to the general membership at the Annual Meeting. Such statements are to be developed by the Executive Director.
~~Serve on Budget and Executive Committees as an active member.~~
- c. Maintain ongoing contact with Executive Director.
- h. ~~Vote as a member of the Council.~~

Section 8. All expenses of the officers shall be borne by the Council as approved by the Board of Directors meeting in regular sessions.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1. The Executive Director will be selected by the Board of Directors and will be responsible for the overall operation of the Council as directed by the Board of Directors. Compensation shall be clearly set forth by the Board at its yearly budget meeting called by the President. The Executive Director does not vote at Board of Directors meetings. At the termination of office all files, reports, books and materials will be turned over to the Board of Directors immediately.

Section 2. **The specific job description and responsibilities are described in the Policy Manual as prescribed by the Board.**

~~The specific job responsibilities are as follows:~~

- a. ~~Perform all duties clearly set forth by the Board.~~
- b. ~~Exercise decision-making powers as granted by the Board of Directors.~~
- c. ~~Meet monthly with the Board of Directors and make a progress report of his/her activities.~~
- d. ~~Recommend priorities to be considered by the Board.~~
- e. ~~Solicit financial support.~~
- f. ~~Represent Council in collaborative projects that support the mission of Council including, but not limited to county fair, public concerts, etc.~~
- g. ~~Preside at the Annual Meeting and give an end-of-year report to the membership.~~
- h. ~~Attend all monthly Board of Directors meetings, executive committee, & committee meetings as a consultant.~~
- i. ~~Solicit and supervise volunteer, interns and/or staff member(s) to assist with day-to-day activities of the Council.~~

ARTICLE VIII – COMMITTEES

Section 1. Committees will be established by the Board and appointed by the President with Board approval and will serve for two (2) years.

- a. All committees will perform such tasks as may be assigned by the Board.
- b. Each committee chairperson will submit **an oral or written report of new activities and significant updates at the monthly Board meeting. If there is no new activity, no report is required.** ~~a report of activities at the monthly Board of Director’s meeting. If the committee chair is unable to attend the monthly Board meeting, a designated committee member will report at a monthly meeting. All committee reports will be submitted electronically.~~
- c. A yearly report is due for the Annual Meeting.
- d. They will follow general guidelines and responsibilities established by the Board.
- e. ~~The President and the Executive Director shall be an ex-officio member of all committees.~~
- e. Committees may include non-Board members.

Section 2. The Executive Committee is composed of the President, the Vice President, the Past President **Executive Member at Large**, the Secretary and the Treasurer. The Executive Director is a **non-voting** member ex officio.

- a. The function of this committee is to prepare business for the Board of Directors so that meetings of the Board may be conducted efficiently.
- b. The Executive Committee is advisory and the direct supervisor to the Executive Director.
- c. The Executive Committee may act for the Board in emergencies where it is not possible to set up a Board meeting in time. In such situations, the Executive Committee will report to the Board their actions.
- d. ~~The Executive Committee, as the direct supervisor to the Executive Director, is empowered to invoke executive session to discuss personnel matters as permitted by law.~~
- e. ~~In the event of a disabling event to an Officer, the Executive Committee may appoint an Interim Officer effective until the original Board Member is able to resume duties. Otherwise the appointment is valid until the next election.~~

Section 3. The Budget Committee is chaired by the Treasurer and comprised of the Executive Committee plus two members appointed from the Board by the President. The function of the committee is to prepare the annual budget for submission to the Board for approval.

Section 4. ~~The Policy Committee is chaired by the Executive Member at Large and is responsible for formulating policies as directed by the Board and maintaining the Policy Manual. This includes, but is not limited to, ensuring that policies are clearly enunciated, consistent internally and with guiding documents, such as the most recent Strategic Plan. Major changes will be brought to the Board.~~

Section 5. Other committees shall be designated as needed by the Board to fulfill the objectives and mission of the Council. Committees have the authority to explore, research and propose recommendations related to the purpose of the committee. Committees shall also have the means to implement approved recommendations within budgetary guidelines.

ARTICLE IX – MEETINGS

Section 1. There will be regular monthly business meetings of the Board of Directors and Executive Director.

- a. A quorum will be defined as one more than half the number of current Board members.
- b. At these scheduled meetings the Board of Directors will make decisions of the Council’s on-going matters of business.

Section 2. The Board of Directors will call an annual Council Meeting.

- a. Notice of this meeting will appear in an official Council publication at least one month prior to meeting date and shall also be announced in local media.
- b. During the annual meeting, the general membership will receive annual reports, elect new officers and Board members, and give direction for the future. All members have the right to vote and are listed in Article II of these ~~By-Laws~~ **bylaws**.

ARTICLE X – MEMBERSHIP RIGHTS

~~Section 1.~~ All voting members shall receive the Council’s Newsletter. All members have the right to attend any meeting unless it is an Executive Session to discuss personnel matters.

ARTICLE XI - DISSOLUTION

~~Section 1.~~ Dissolution of the Arts Council

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 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 XII – AMENDING BY LAWS

Section 1. Procedure for Amending ~~By-Laws~~ **Bylaws**

At such time that changes to the ~~By-Laws~~ **bylaws** are proposed, the following procedure shall be followed:

- a. The ~~By-Laws~~ **bylaws** changes must be submitted in writing to the full Board of Directors for review.
- b. ~~A minimum of a two-thirds majority of t~~The Board of Directors must approve advertising the **proposed By-Laws bylaws** changes to the membership.
- c. The proposed ~~By-Laws~~ **bylaws** changes must be advertised to the membership for a minimum of ~~30~~ **21** days to allow for comments.
- d. After the required ~~30~~ **21** day period, the Board of Directors may vote on the proposed ~~By-Laws~~ **bylaws** change(s). ~~at the next Board meeting, with a A minimum of a two-thirds majority of the full Board is required to accept the bylaw changes. The new bylaws will take effect immediately. vote required to accept the By-Laws change.~~