

Bylaws of the Berkeley Arts Council, Inc.  
Approved by the Board of Directors, October 5, 2009  
Revisions Approved by the Board of Directors, July 18, 2016

**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 as required to conduct the business of the organization but no fewer than eight (8) times each year. The June 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 or any two other members of the Board, upon adequate notice to the others to allow the attendance of a quorum.

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 at least seven (7) members of the General Membership up to a maximum of eleven (11).

Section 5A: The board may approve honorary, ex-officio or emeritus directors but they will not have a vote nor will they be counted toward a quorum.

Section 6. Term of Office for Board Members. Each director shall serve for a period of two (2) years following nomination and acceptance to office. A term may begin at any time during the year and may continue for a total of four years. Re-election for further years requires confirmation by the membership at the annual meeting.

Section 7. Vacancies on the BOD may be filled by nomination by a current director with approval by a majority vote of the board. Nomination and election may be by email.

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.

#### ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS

Section 1 The officers of the BOD shall also serve as the officers of the BAC. The BOD selects its officers at the first meeting of the fiscal year, following the annual meeting. The positions include President, Vice President, Secretary and Treasurer.

Section 2. The term of an officer of the BOD continues until the board meeting following the next succeeding annual membership meeting.

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, and shall perform such other duties as may be assigned by the 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 BOD for review approval. Minutes shall be available to all members upon request.

Section 7. The Treasurer shall oversee management of the organization's finances, including bookkeeping procedures, banking, preparation of financial reports to the Board and members, and development of an annual financial projection for planning purposes.

Section 8. Responsibilities not specified by these bylaws may be assigned by the president to any individual on the BOD who is able and willing to carry them out.

#### ARTICLE VI: ELECTIONS

Section 1. Prior to the annual membership meeting, the BOD shall prepare and announce a slate of officers and Board members, including those continuing to serve or added to the BOD during the current fiscal year, and indicating the date each Director was installed.

Section 2. The slate shall be confirmed 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 is authorized to execute Contracts, Deeds, Leases, Bills of Sale, Mortgages, Notes, Bonds, and other instruments. A program chairperson as recorded in the minutes, may be authorized to approve agreements with participants, including those with exhibiting artists or event registrants.

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. Those joining the BAC for the first time within two (2) months prior to the beginning of the calendar year, shall have dues credited to the following year.

#### ARTICLE X: COMMITTEES AND PROCEDURES

Section 1: The BOD may establish committees, either permanent or ad hoc, as required to conduct and pursue business matters; to develop procedures, and to assure the accomplishment of the organization's mission.

Section 2: Each committee shall be composed of a chairperson appointed by the President; and at least two committee members. Non-BAC members may serve in an advisory role. A vote by a non-member may not be used to decide a recommendation to the BOD.

Section 3: The BOD may serve as a committee of the whole to act on matters related to personnel, security, or legal concerns.

Section 4: Operations Handbook: The function and responsibilities of each committee shall be documented in an Operations Handbook, and shall be available to members upon request. Policies and procedures developed in regard to the activities of BAC shall be reviewed and approved by the BOD and included in the Handbook.

#### ARTICLE XI: MEETINGS

Section 1. The General Membership shall meet annually in June for the purpose of confirming members of the Board of Directors, receiving reports by officers and committees, and for other business that may arise.

Section 1A: A quorum for the annual meeting shall be the number of members present.

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, to members whose dues are current as of that date.

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.