

Greene County Fine Arts Council

Bylaws

Adopted September 13, 2014

Amended December 9, 2016

ARTICLE I: NAME

SECTION 1. The name of the organization will be the Greene County Fine Arts Council, also known as the GCFAC.

SECTION 2. The Greene County Fine Arts Council is an Arkansas nonprofit corporation and is exempt from Federal income taxation under the provisions of Section 501(c)3 of the Internal Revenue Code.

ARTICLE II: VISION AND MISSION STATEMENTS

SECTION 1. The vision of GCFAC is to be an enduring non-profit organization that cultivates an adventurous performing art environment, empowering audiences, artists and patrons to embrace their world with hope, courage, creativity, and fun.

SECTION 2. The mission of GCFAC is to entertain, engage, educate, and promote the arts in the region through theatre/visual arts programs, workshops, and other activities that encourage community participation.

ARTICLE III: MEMBERSHIP

SECTION 1. Council membership shall be open to those who wish to support the arts and pay their annual dues.

SECTION 2. There shall be one class of voting members, which shall be called Council Members. For purposes of these bylaws, the term "voting" refers solely to official corporate business as covered by these bylaws.

SECTION 3. Dues shall be a nominal annual fee which shall be set by the Board of Directors and payable to the GCFAC Treasurer. Dues are payable upon application for membership. Dues are to be paid annually to remain a member in good standing. Council membership shall be required of each member of the Board of Directors as well as each Coordinator, Manager and Committee Chair appointed by the Board of Directors.

SECTION 4. The Council membership shall meet annually at a time and place selected by the GCFAC Board. With a thirty (30) day notice, the GCFAC President may call a special general membership meeting.

SECTION 5. The following policy decisions shall be referred to the Council Members for approval prior to implementation: Adoption of the production season and schedule; Changes in ticket prices, season ticket prices or membership fees; Approval of major capital expenditures in excess of a specified amount to be adopted at any annual meeting of the membership; Approval of special revenues events requiring significant member support and involvement; Approval of significant remodeling affecting allocation and utilization of space; Changes in basic operating policies regarding permitted or prohibited activities; And changes in the size of the Board of Directors.

SECTION 6. The Board of Directors shall have the authority to establish other membership classes. Such membership classes may, by action of the Board of Directors, be allowed to participate in balloting on awards and other unofficial business of the corporation.

SECTION 7. The membership year shall be January 1 to December 31.

ARTICLE IV: ORGANIZATION

SECTION 1. The governing body of the GCFAC shall be comprised of elected board members who meet monthly for planning/administration tasks.

SECTION 2. Any elected official must be a member in good standing to be a voting member of the GCFAC Board.

ARTICLE V: OFFICERS AND BOARD OF DIRECTORS

SECTION 1. The GCFAC Board shall be composed of the following positions/officers: President, Vice-President, Secretary, Treasurer, Additional members will be no less than eight (8) and no more than sixteen (16).

SECTION 2. The GCFAC Board shall serve without compensation.

SECTION 3. The Board of Directors shall be elected by the Council Members. Prior to the annual meeting of the corporation, the Board shall appoint a nominating committee and establish and provide procedures to be followed by that committee. The procedures shall provide that members may make additional nominations from the floor with the prior approval of the potential nominee. A term equals one (1) year. Officers can hold three (3) consecutive terms before their position is up for mandatory re-election.

SECTION 4. Board meetings shall be held monthly. The President may call special meetings with a minimum of five (5) days prior notice to each Board member.

SECTION 5. The President shall fill office vacancies with a Board majority ruling. If the office of President becomes vacant, the line of succession shall be: Vice-President, Secretary, and Treasurer.

SECTION 6. A member of the Board of Directors who is unable to attend a meeting of the Board shall designate a Board appointed manager, coordinator, or committee chair within his/her scope of responsibilities to represent him/her at such meeting with full voting authority.

SECTION 7. Three or more Council Members may petition the Board for the purpose of removing a Board member. Upon receipt of the petition stating the reason for removal, the President shall appoint a committee to meet with the petitioners to determine an appropriate method of resolving the complaint. The committee shall consist of no more than two Board members and at least three Council Members who are not members of the Board. If the President is the subject of the petition, the committee shall be appointed by the Vice President. If the complaint cannot be resolved by that committee, the Board of Directors shall call a special meeting of the Council Members. This meeting shall take place within thirty (30) days. The Board shall set the procedures for the review, discussion and disposition of the petition by the Council Members in attendance at that meeting. If it is found by the committee that the petition is fraudulent and of malicious intent, those who filed the petition will have their Council Membership revoked indefinitely and will not be allowed to have it reinstated without a majority board approval.

SECTION 8. Board members are expected to attend 75% of Board meetings. If any Board member is absent without just cause presented by the opening of meeting constituting a below percentage rating, the Board shall declare the seat vacant as its first business after reading the minutes, unless the Board decides otherwise. Board members shall inform the President or Secretary if they will be absent or late. As a courtesy, the Board may choose to send a notice to the absent Board member requesting an explanation of the absences and their desire to remain an active Board member. A maximum of 25% of scheduled meetings may be attended via conference or phone, unless the meeting is expressly called in this manner.

SECTION 9. Officers shall surrender all GCFAC records and property immediately upon expiration of office.

ARTICLE VI: OFFICER DUTIES

SECTION 1. The President shall preside at all meeting; serve as CEO for the GCFAC; prepare a report for the annual general membership meeting; prepare, with the Treasurer, an annual financial report; perform duties customary to the office; perform other duties as directed by the general membership and the GCFAC Board.

SECTION 2. The Vice-President shall preside in the absence of the President as well as serve as Parliamentarian.

SECTION 3. The Secretary shall record all Board meetings; maintain all records; ensure maintenance of correspondence files; maintain historical records of the general membership and GCFAC Board and provide minutes and agendas to all Board members.

SECTION 4. The Treasurer shall keep records of all financial transactions; accept and deposit all monies due and receivable, including membership dues; prepare a written monthly financial report for board meetings; ensure payment of expenses incurred; and prepare, with the President, a financial report for the annual general membership meeting.

ARTICLE VII: MEETINGS

SECTION 1. The annual meeting of Council Members shall be held during the month of December at such place as shall be designated by the Board of Directors. At such meeting, the Board of Directors shall be elected and such other business as may come before the meeting shall be considered. Additional regular meetings of the Council Members shall be scheduled and held in the fall, winter, and spring to review, as appropriate, the activities of the Managers, Coordinators, and Committees, and to act on such issues as may properly come before such meetings. A special meeting of the Council Members may be called at any time by the Board of Directors, or by petition of at least five (5) members, to be called within thirty (30) days of receipt of the petition by the Secretary.

SECTION 2. The annual meeting of the Board of Directors shall be held in January when the newly elected Board takes office. At such meeting, a schedule of regular Board meetings for the year shall be adopted and such other business as may come before the meeting shall be considered. Regular meetings of the Board shall be held at least once a month, and the adopted schedule shall be announced to the Council Members. Special meetings of the Board may be called by the President, or by three (3) other directors.

SECTION 3. Agendas for all membership meetings shall be set in advance by the Board of Directors and sent to all Council Members with notice of each meeting. Agendas for all Board meetings shall be published by the secretary seven (7) days in advance.

SECTION 4. Any person entitled to notice of any meeting may waive in writing either before or after the meeting, notice of that meeting; and his or her waiver shall be deemed the equivalent of giving notice. Attendance at a meeting shall constitute waiver of notice of that meeting unless attending for the purpose of expressing objection about the failure to provide proper notice.

SECTION 5. A meeting may be continued. Notice of the continued meeting or the business to be transacted there, other than by announcement at the meeting at which the continuation is taken, shall not be necessary.

SECTION 6. At the annual meeting of the Council Members, a decision must have the approval of a majority of those present, and by proxy, if authorized by the Board in the notice of the meeting, to constitute action by the membership.

SECTION 7. Meetings of the Board of Directors shall be open to all interested parties. Participation in discussion of business before the Board is limited to Board members unless otherwise authorized by the Board. The Board of Directors retains the privilege of meeting in executive session to discuss matters of personnel, contract negotiations, acquisition of property, and security. All actions of the Board must be taken in open meeting.

SECTION 8. The President shall preside at all membership meetings and all meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. The rules of order and the order of business shall be determined by the Board of Directors from time to time.

ARTICLE VIII: PERSONNEL

SECTION 1. The Greene County Fine Arts Council will not discriminate in its hiring or participation policies based on color, religion, ethnic background, sex, age, or sexual preference.

SECTION 2. The Board of Directors shall adopt job descriptions for officers and all other positions the Board may create, consistent with the non-discrimination policy and the goals of the corporation. The positions of President, Vice President, Secretary, and Treasurer shall have the duties normally associated with such positions, and may be assigned other duties at the discretion of the Board.

SECTION 3. The Board shall appoint such managers as deemed necessary for the conduct of the corporation's business. Each manager shall report to a designated Board member who shall be a liaison to them in all matters involving their assigned activities. Managers shall attend and participate in Board meetings on decisions regarding their areas of responsibility, and shall have such authority as the Board may authorize from time to time. Board members and Managers may recruit interested persons to help them fulfill their duties.

SECTION 4. The Board of Directors shall appoint a Production Director for each production scheduled by the corporation as part of the season approved by the Council Members. The Board shall adopt and maintain a Director's Manual outlining the duties and responsibilities of the Production Director and all others associated with a production.

SECTION 5. The Production Director is responsible to the Board of Directors, and the Board has ultimate authority over all aspects of a production. The Board shall appoint a person to serve as Producer in all matters between the Board of Directors and the Production Director. Intervention by the Board shall occur only as a result of an action taken at a duly called meeting of the Board. Such decision shall be communicated to the Production Director only by the designated Producer.

SECTION 6. All participants in a production on and off stage are under the direct supervision of the Production Director.

ARTICLE IX: COMMITTEES

SECTION 1. Committee Chairs require approval by Board majority.

SECTION 2. The President may establish and appoint advisory committees, provided that such committees are not delegated any authority to make decisions on behalf of the Board, or charged with any responsibilities that are assigned to specific members of the Board as part of their job descriptions. The President may serve as an ex officio member of any advisory committee, or may designate the Vice President as an ex officio member.

SECTION 3. Chairs shall appoint members in good standing for their committees.

SECTION 4. There shall be two standing committees--a Nominating Committee, and a Play Reading Committee. The Board, upon the recommendation of the President, shall appoint these committees annually, and shall also appoint one of its members to serve as liaison to each of these committees respectively. 1. The Nominating Committee shall have the responsibilities of nominating officers and managers for the upcoming year.. 2. The Play Reading Committee shall have the responsibility of recommending to the Council Members a slate of productions to be performed in the next season.

ARTICLE X: FINANCIAL AFFAIRS

SECTION 1. The fiscal year of the corporation shall end on December 31 .

SECTION 2. Corporate financial records are a matter of public record and a yearly financial report will be made available on request. Monthly financial reports may be examined by interested persons by making an appointment with the Treasurer. The Treasurer shall be responsible for preparing the financial report at the end of the fiscal year.

SECTION 3. The Treasurer or Officer of the GCFAC Board shall sign all checks for expenditures of GCFAC funds.

SECTION 4. All performance/event purchases shall be made with prior consent of the Treasurer. Purchases made without consent will revert to the purchaser.

SECTION 5. Any expenditure over five thousand dollars (\$5,000.00) shall require two (2) Officer signatures.

SECTION 6. The Board of Directors may create restricted funds designated for specific purposes. Monies designated for or allocated to such restricted funds shall not be intermingled with the general operating funds of the corporation. Expenditure of restricted funds must be for the designated purposes of the funds and shall be specifically approved by the Board.

ARTICLE XI: LIMITATIONS

SECTION 1. The GCFAC shall not incur debts in excess of anticipated revenue.

ARTICLE XII: QUORUM

SECTION 1. A general membership quorum shall be a majority of those members in good standing present.

SECTION 2. A GCFAC Board quorum shall be a majority of members.

SECTION 3. No Board member shall have more than one (1) proxy vote.

ARTICLE XIII: RULES OF ORDER

SECTION 1. Conduct of meetings shall be in accordance with Robert's Rules of Order, latest edition.

SECTION 2. Special rules of order may be adopted by majority vote.

ARTICLE XIV: MISCELLANEOUS

SECTION 1. In the absence of any other specific authorization in a resolution adopted by the Board of Directors, the President and the Secretary, or one of them, shall execute all legal documents and instruments on behalf of the corporation.

ARTICLE XV: AMENDMENTS

SECTION 1. Bylaw amendments may be made by a majority vote of the Board members, provided notice of the proposed amendment was given to each member thirty (30) days in advance.

SECTION 2. Emergency amendments may be submitted without a thirty (30) day notice provided $\frac{3}{4}$ of Board members present and voting agree to permit it.

SECTION 3. Amendments adopted shall become effective at the close of the Board meeting in which the amendment was adopted.