

# BYLAWS OF THE MORGAN ARTS COUNCIL, INC.

## Revised May 2024

### **ARTICLE I**

**NAME:** The name of this corporation is Morgan Arts Council, Inc. (MAC).

### **ARTICLE II**

**PURPOSE:** The purpose of MAC is “Getting Art Out There.”

As such, it shall be MAC’s purpose to sponsor, aid, encourage, advise, produce and coordinate activities dedicated to the promotion of and education in the cultural arts in Morgan County and neighboring communities. All activities and programs are designed and evaluated based on the following criteria:

- high artistic quality,
- culturally expanding,
- affordable,
- universally accessible,
- community participation.

**MISSION:** The Morgan Arts Council (MAC) offers a world of artistic creativity that brings inspiration and joy within a welcoming environment for all.

**VISION:** Building a premier regional arts organization and arts facility that contributes to cultural vitality through quality education, programming, and collaboration.

### **ARTICLE III**

#### **MEMBERSHIP:**

**Section 1. Types of Members:** Membership in MAC shall be open to the public on payment of annual dues to be set by the Board of Directors. Categories of membership shall include: individual, family, business, organization.

**Section 2. Privileges of Membership:** Each member (including family, organization or business voting as one unit each) shall be entitled to one vote on any issues brought before general membership meetings, and for election of the Board of Directors. Additional benefits shall be set by the Board.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS, OFFICERS, AND EMERITUS BOARD MEMBERS:**

**Section 1. Purpose and Duties:** The Board of Directors has the general responsibility to: (1) oversee the affairs, funds, and property of the Corporation, (2) disburse the Corporation’s monies and dispose of its property in fulfillment of its Corporate purpose, (3) do all things necessary or convenient to carry out the business and affairs of the Corporation, and (4) exercise all governance available under applicable law, provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, shall not thereby be

amended or changed, and provided further that the Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

Specifically, the Board shall:

- approve funding sources and projects
- establish and approve an annual budget
- approve MAC-sponsored or funded projects
- approve additional expenditures of more than 10% of the annual budget
- hold all funds, real estate and other tangible assets and be responsible for their allocation, distribution, or assignment.

The Board shall appoint an Executive Director who shall be responsible to the Board for the business & financial management, administration, and artistic management of the Corporation. The Board shall have the responsibility to evaluate the performance and duties of the Executive Director.

The Board may further delegate authority to committees or individual Directors as it deems necessary for carrying out the purposes and business of the Corporation.

**Section 2. Number:** The Board of Directors shall have no fewer than nine (9) members and no more than seventeen (17).

**Section 3. Election of Board:** The Board of Directors shall be elected annually by a majority vote of the members present and voting at a publicly announced general meeting. A quorum (as defined in Article V, Section 4) is required. A term shall be two years. Terms on the board are staggered.

**Section 4. Terms of Office:** A Director may be elected only to a fourth consecutive term (eight years of service) and may not be elected to a fifth consecutive term. A Director may be reelected to the Board after a lapse of one year following completion of four consecutive terms in office. This constitutes, in effect, a one-year leave during which the Director may continue to serve on committees as a non-Board member. This section 4 shall take effect on July 1, 2024.

**Section 5. Filling Vacancies on the Board:** From time-to-time vacancies may occur on the Board of Directors whether because of resignation or because the maximum number of directors as outlined in Article IV, Section 2 was not filled. The Board of Directors shall have full authority to fill these vacancies and elect to the Board of Directors any individual to complete the unexpired term of a resigned director or as a new director within the maximum number of directors permitted. Directors appointed and elected by the Board of Directors shall have all the same duties and responsibilities as a Director who is elected at the Annual Meeting of the Membership. These directors shall serve until the next Annual Meeting at which time they shall be presented to the membership for election.

**Section 6. Officers:** Officers shall consist of a President, Vice President, Secretary, and Treasurer. An assistant secretary and/or assistant treasurer may be appointed as determined by the Board.

**Section 6. Election of Officers:** The Board's officers shall be elected from among the members of the Board at a special meeting immediately following the Board's election. Vacancies among the officers shall be filled by a majority vote of the Board.

**Section 7. Duties of Officers:**

The *President* shall preside at all meetings of MAC and shall perform all duties attendant to that office. Unless otherwise provided for in these Bylaws, the President shall be an ex-officio voting member of each Board committee and shall serve as the chair of the Executive Committee.

The *Vice President* shall preside in the absence of the President or at the request of the President. The Vice President shall perform other duties as requested and assigned by the President.

The *Secretary* shall perform the usual duties including being responsible for keeping the minutes of all meetings, presenting them at each Board meeting, and maintaining membership records.

The *Treasurer* shall perform the usual duties including overseeing all financial accounts and records and presenting a financial report at each Board meeting. The Treasurer shall also serve as Chair of the Finance Committee and, as such, shall be precluded from serving on the Audit Committee.

**Section 8. Removal from Office:** Removal of any officer or member of the Board can be made by a unanimous decision of the remaining Board members. Cause must be stated in writing.

**Section 9. Emeritus Board Members:** The Emeritus Board Members shall consist of past Board of Directors members who have been invited by the Board of Directors to become Emeritus Board Members in recognition of outstanding service and dedication to MAC. To be eligible to serve on the Emeritus Board, a Board member must have served as a Director for at least 10 years. Emeritus Board Members are invited, but not required, to attend Board of Directors meetings as nonvoting advisory members.

**ARTICLE V**

***COMMITTEES OF THE BOARD:***

**Section 1.** The Board, by resolution, may at any meeting of the Board designate standing and/or ad hoc committees of the Board.

**Section 2. Membership and Duties.** Each standing committee shall consist of one Chair and at least three (3) members, of whom at least fifty percent shall be members of the Board, and all shall be approved by the Board. Unless otherwise provided for in these Bylaws or by the laws of the State of West Virginia, the Chair of each standing and ad hoc committee shall be appointed by the President of the Board.

Unless otherwise provided for in these Bylaws, members of any standing or ad hoc committee designated by the Board, whether or not they are Directors, may serve as full voting members of such committee. MAC Staff may serve as non-voting members of Board Committees. Each such committee shall have responsibility to the extent delegated to it by the Board and in

accordance with the laws of the State of West Virginia. Each committee shall report to the Board of Directors.

**Section 3. Standing Committees.** The following standing committees shall be established by the Board: Executive Committee, Budget and Finance Committee, Nominations and Governance Committee, Fundraising and Development Committee and Audit Committee.

**a. Executive Committee.** The four primary officers shall constitute the Executive Committee. In addition, the Executive Committee may name any other member of the MAC Board to its membership. The Executive Committee may not number more than six.

The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, these Bylaws, or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting of the Committee at which a quorum is present, shall be the act of the Committee. The Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors. All actions by the Committee shall be reported to the Board at its next meeting.

**b. Budget and Finance Committee.** The Budget and Finance Committee consists of the Treasurer, members of the Board, and at-large members. It shall work with the staff of the Corporation in the preparation of an annual budget, review the finances of the Corporation on a regular basis, and make recommendations to the Board. The Treasurer of the Corporation shall serve as the Chair and as a voting member of the Finance Committee. The Finance Committee shall approve and present to the Board an annual budget.

**c. Nominations and Governance Committee.** The Nominations and Governance Committee shall review regularly the needs of the Corporation in regard to Board effectiveness in supporting MAC. The Nominations and Governance Committee shall evaluate prospective board members, evaluate Board participation, and recommend Board policy regarding expectations, term limits, a specific cycle on which Board members might be admitted, etc. The Nominations and Governance Committee shall propose prospective board members, nominees for election as Directors at each annual membership meeting or at any other meeting at which Directors will be elected. The Nominations and Governance Committee also shall nominate Directors and Officers of the Board to fill vacancies occurring for whatever reason, as provided for in *Article IV* of these Bylaws. In addition, the Nominations and Governance Committee, in consultation with the Executive Committee, shall propose a slate of Officers of the Corporation for election at the annual meeting of the Board, immediately following the annual membership meeting. The President of the Board of Directors may serve as a non-voting member of the Nominations and Governance Committee.

**d. Fundraising and Development Committee.** The Fundraising and Development Committee plays a vital role in securing the necessary financial resources to support the

programs, initiatives, and operations of the Morgan Arts Council. By cultivating relationships with donors, seeking out new funding opportunities, and organizing fundraising events, the committee shall work to maximize programmatic impact, financial security, and long-term success of our organization.

**e. Audit Committee.** The Audit Committee shall be made up of Directors of the Board only. Its chair cannot also serve on the organization's Finance Committee. The committee assists the Board in its oversight responsibility relating to accounting and financial reporting and ensures that the organization has effective financial controls that comply with legal and regulatory requirements as well as best practices. This committee is responsible for soliciting, hiring, and assessing outside auditors; the review of MAC's annual independent audit of its financial statements and preparation of the IRS-990 tax filing; and for full reporting to the Board of all related activities. It serves as the key liaison between the outside auditing team and the Board.

**Section 4. Committee Meetings.** Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the Committee, and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

## **ARTICLE VI**

### ***EXECUTIVE DIRECTOR:***

**Section 1. Hiring of Executive Director:** The Executive Director of the Corporation shall be hired by the Board, responsible to the Executive Committee with the President serving as the principal point of contact and shall be appointed at any meeting of the Board at which a quorum is present, by a vote of a majority of the Directors present in person or present electronically at the meeting.

**Section 2. Removal of Executive Director:** The Executive Director may be removed, with or without cause, at any duly organized meeting of the Board.

**Section 3. Purpose, Powers, and Duties:** The Executive Director shall serve as the chief executive of the Corporation. Responsibilities shall include the management and implementation of the artistic, business, financial, and administrative policies, operations, and functions of the Corporation, subject to the review and oversight of the Board.

## **ARTICLE VII**

### ***GOVERNANCE:***

**Section 1. General Membership Meetings:** Publicly announced general membership meetings shall be held at least once a year to inform and consult with the membership about MAC activities and to elect the Board of Directors. Notice of all general membership meetings shall be sent to all members in good standing, published at least one week in advance in the *Morgan Messenger* or other predominant news outlet, and posted on the MAC website.

**Section 2. Board Meetings:** The Board shall meet at least quarterly. Meetings may be called by the President or at the request of two (2) Directors by notice that is mailed, telephoned, or emailed to each member of the Board of Directors not less than 48 hours before such meeting.

**Section 3. Executive Committee Meetings:** The Executive Committee shall meet as often as necessary. A majority must be present to conduct business.

**Section 4. Quorums:** A quorum of the general membership meeting requires 5% of the general membership including 50% of the Board and of the officers.

**Section 5. Voting:** At any meeting of the Board, every Director present in person or participating electronically at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority of the Directors present in person or participating electronically at any meeting at which a quorum is present shall be the act of the Board.

**Section 6. Electronic Voting:** Upon completion of applicable processes that permit parties to comment on the subject issue(s), electronic voting on matters before the Board, membership, or any committee is permitted. A quorum will be determined to exist for purposes of conducting an electronic vote when MAC receives completed ballots from two-thirds of the total number of outstanding ballots. In the event that a quorum exists for purposes of an electronic vote but the matter has not been resolved, MAC may continue to solicit additional responses in order to resolve the matter by electronic voting. Any such vote that is taken electronically shall be ratified at the next Board, membership, or committee meeting.

**Section 6. Electronic Conferences:** Nothing herein shall preclude the holding of Board meetings using any means of communication by which all Directors may simultaneously communicate with each other during the meeting.

**Section 7. Voting Eligibility and Member Rights:** Each individual member shall be entitled to one vote on each matter submitted for a vote of the membership. Voting may occur electronically or in person at a regular meeting of the membership or by mail-in procedures approved by the Executive Board and in compliance with these bylaws. Only members shall be entitled to stand for election to an office of the association.

**Section 8. Conflicts of Interest:** The Corporation shall not be precluded from conducting business with a partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the provisions of the Corporation's Conflicts of Interest policy (which applies to Board members, staff and volunteers), are met.

**Section 9. Procedures/Records:** All meetings of the Board of Directors and its Committees shall be conducted in accordance with Robert's Rules of Order (current/effective edition), as interpreted by the Secretary of the Corporation. All decisions of the Board and its Committees shall be committed to writing and incorporated into the minutes of the meetings. These minutes shall be retained with the records of the Corporation.

**Section 10. Audit:** An annual audit shall be conducted by an outside certified public accountant.

**Section 11. Fiscal Year:** The fiscal year shall be set for July 1 through June 30.

**Section 12. Standard Operating Procedures:** Such procedures as are necessary for the day-to-day functioning of the organization shall be developed by the Executive Director and approved by the Board of Directors.

**Section 13. Deposits and Accounts:** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to which such power may from time to time be delegated by the Board of Directors. For the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by an officer or agent of the Corporation.

**Section 14. Indemnification:** Every member of the Board of Directors, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved by reason of their being or having been a member of the Board of Directors, officer, or employee of the Corporation, of any settlement thereof, unless adjudged thereon to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification therein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights which such member of the Board of Directors, officer, or employee is entitled pursuant to the Articles of Incorporation.

## **ARTICLE VIII**

**AMENDMENTS:** These bylaws may be amended or revised by the membership at any time upon recommendation of the Board of Directors and notification of members. A 2/3 vote of a quorum of 5% of members in good standing shall be required to amend or revise. Amendments to these bylaws may originate from any member of MAC.

## **ARTICLE IX**

**DISSOLUTION:** Upon dissolution of the organization, the officers of MAC shall, after paying or making provision for payment of all liabilities of the organization, dispose of all assets of the organization in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the IRS code of 1954, as determined by the Board of Directors.