

YELLOW SPRINGS ARTS COUNCIL CONSTITUTION AND BYLAWS

ARTICLE I: Name and Purpose

Section 1: The name of this not-for-profit organization shall be the Yellow Springs Arts Council, hereinafter in this document referred to as “YSAC” or “Organization”.

Section 2: (a) The mission of the Yellow Springs Arts Council (YSAC) is to honor, promote and advocate for our community’s creative spirit, strengthening its capacity to build economic prosperity and enhance quality of life.
(b) The vision of the YSAC shall be to encourage and support arts and cultural offerings in the community through program coordination, community partnership and services for artists of all arts disciplines.

ARTICLE II: Membership

Section 1: Members

(a) Any person or group who engages in creative work or wishes to support arts and cultural activities shall be eligible for membership.
(b) Members shall consist of those individuals, families, corporations or other entities who shall make an annual contribution to the YSAC or who are offered membership by the Board of Trustees.
(c) The Yellow Springs Arts Council strives for wide cultural participation in its effort to meet the needs of our community. Artists, appreciators, and supporters of all arts disciplines are welcome and encouraged to participate in the organization. The Yellow Springs Arts Council does not discriminate on the basis of age, ability, background, culture, national or ethnic origin, religion, gender, sexual orientation or economic circumstance. Through an inclusive practice, we aim to reflect our wider community and promote positive attitudes to both the similarities and differences in each other.

Section 2: Rights of Members

(a) All members have the right to communicate with the organization and request to meet with the board of trustees, its committees or staff.
(b) Members may propose, in writing to the nominating committee of the board, candidates for vacancies on the board of trustees and may vote for trustees at the annual meeting held for this purpose. (See article III, Sections 1-4.)
(c) Membership shall have the authority to elect the board of trustees solely from the slate of nominees approved by the board of trustees.
(d) All members may receive member benefits as outlined in membership materials.

Section 3: Responsibilities of Members

Members agree to promote the arts and to encourage cooperation among arts and cultural organizations.

Section 4: Application for Membership
Membership shall be established by registering with the YSAC and payment of any dues as set by the board. Membership extends for one year and must be renewed annually.

ARTICLE III: Meetings of Members

Section 1: Annual Membership Meeting
The annual meeting of the members of the YSAC, for the purpose of electing the board of trustees and transacting such other business as may be appropriate, shall be held at a regularly scheduled time before the end of each fiscal year. The exact date, time and place shall be determined by the board of trustees.

Section 2: Notice of Annual Meetings
(a) Notice of all meetings of the members shall be posted publicly or otherwise communicated to members at least 10 days prior to the date of such meeting.
(b) Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 3: Location of Annual Meetings
Any meeting of the members of the YSAC may be held at such place within the State of Ohio as is specified in the notice of such meeting.

Section 4: Quorum of Annual Meeting
A quorum at membership meetings shall be those present.

Section 5: Special Meetings
Special meetings of members of the YSAC may be called by the president or a majority vote of the board of trustees.

Section 6: Meeting Policy and Authority
All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, but where a conflict exists, these bylaws shall prevail.

Article IV: Board of Trustees: Structure

Section 1: Authority of Trustees
Except where it is specified by the law that action be otherwise taken or authorized, all of the authority of the YSAC shall be vested in and exercised by or under the direction of the board of trustees.

Section 2: Classification of Trustees
This organization shall be governed by a board consisting of at least 7 and no more than 11 trustees elected by membership.

- Section 3: Qualifications of Trustees
All trustees shall be members of the Organization. At least four trustees shall be representatives of the performing and visual arts.
- Section 4: Compensation
The members of the Board of Trustees shall serve without compensation. Trustees shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- Section 5: Non-liability of Trustees
Trustees shall not be held personally liable for the debts, liabilities, or other obligations of the organization (YSAC). The board of trustees shall be covered under liability insurance.
- Section 6. Duties and Responsibilities of the Board
(a) The board shall oversee all business of the Organization and be responsible for all policies governing its administration. The board's authority shall include (but is not limited to) employing any staff, authorizing major appropriations and expenditures, designating the methods of dispersal of funds and properties, assessing categories of membership, and setting standards and policies for programs under the Council's sponsorship.
(b) The position of trustee may be declared vacant after three (3) unexplained absences from regularly scheduled meetings of the board of trustees during any 12-month period. The trustee shall be so notified in writing by an officer designated by the board of trustees.
- Section 7: Board Officers
(a) The officers of the board shall be: president, vice-president, and treasurer, and any others as appointed by the president.
(b) Duties: The duties of the officers shall be those usually assumed respective to such offices.
(c) Election and Term: Officers shall be elected by the board within three months of the annual membership meeting and will serve for one year. The board may vote any officer into a subsequent term. There is no limit on subsequent terms of an officer.
(d) Vacancies in office will be filled by the board of trustees for the remainder of the term.
- Section 8: Executive Committee
(a) Members of the executive committee shall be the president, vice-president and treasurer, and any others as appointed by the president.
(b) Responsibilities of the executive committee shall include fiduciary processes and community relationships. Duties also include planning the agendas for regular board meetings and the annual membership meeting.
(c) Meetings of the executive committee shall be called at the discretion of the president.

(d) Executive committee terms will follow those of officers comprising the committee. Other appointed members of the committee will serve one-year terms with no limit on re-appointment by the president.

(e) A majority of the executive committee shall constitute a quorum. The executive committee may act by a majority of its members at a meeting or by a poll of its members. All executive committee actions shall be communicated to the board of trustees.

Section 9 Additional Trustees

In addition to the elected board of trustees, the president of the board may designate other persons to serve as trustees for a specified period of time in order to permit participation by funding sources, other arts organizations, and persons who have made or could make a special contribution by his or her participation. Such persons may be listed as trustees and/or permitted to attend meetings of the board of trustees, but shall not be entitled to vote.

Section 10 Advisors to the Board

(a) The nominating committee, board members or staff may recommend advisors to the board. The board of trustees may appoint advisors to the board by a majority vote.

(b) Advisors to the board shall consist of individuals who bring unique knowledge and skills that complement the knowledge and skills of the board. Advisors to the board may also function as committee members or contracted staff.

(c) Advisors may be appointed to 1-3 year terms, decided upon by the board on a case-by-case basis. There is no limit on subsequent terms of advisors.

(d) Advisors have no formal authority or responsibility to govern the organization and cannot vote nor issue directives.

(e) Advisor attendance at board meetings will be at the request of the board on a case-by-case basis.

(f) Advisors to the board function in an at-will relationship to the board of trustees; either board or advisor may terminate the relationship at any time.

ARTICLE V: Board of Trustees: Elections & Terms

Section 1: Board of Trustees Elections

(a) Proposals for candidates for any open seat may be made by any member, in writing to the nominating committee of the board, at least four weeks before the annual meeting.

(b) The nominating committee shall propose to the board, in advance of the annual meeting, nominations for open board seats. The board shall vote to accept the final slate of candidates for member vote. (See Article VII, Section 1(b).)

(c) Trustees shall be elected at the annual membership meeting by a majority of members present and voting. In the event that there are more nominees than vacancies, voting shall be by secret ballot.

Section 2: Board of Trustees Vacancies
Vacancies occurring on the board between elections may be filled by the board. The nominating committee will provide candidate recommendations for between election vacancies. The term will extend for the remainder of time until the next regular election.

Section 3: Board Member Terms of Office
A full term shall be three years (3). All trustees of the board elected after adoption of these bylaws shall draw lots to determine the duration of their term (one, two or three years). Thereafter, all trustees will be elected to full terms. At the conclusion of a term, the nominating committee may re-nominate any board member for a subsequent term. There is no limit on subsequent term nominations.

ARTICLE VI: Board of Trustees: Meetings

Section 1: Board Meetings
(a) Board meetings will be scheduled monthly or at other regular intervals determined by the executive committee.
(b) A quorum at board meetings shall be more than half the current number of trustees.
(c) Decisions at any meeting of the board of trustees shall be by a majority vote. Records shall be maintained for all board meetings.
(d) Decisions may be made by poll through electronic means, with majority vote of all board members, when access to a voting issue is ensured to all board members at least 48 hours prior to the tallying of votes.

Section 2: Meeting Policy and Authority
All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, but where a conflict exists, these bylaws shall prevail.

ARTICLE VII: Board of Trustees: Committees

Section 1: Standing Committees
(a) Executive Committee: President, Vice President and Treasurer and any others as appointed by the president. (See Article IV, Section 8.)
(b) Nominating Committee: The board of trustees will appoint a nominating committee, which may be comprised of board members, advisors, staff, or other individuals from general membership. The purpose of the committee shall be outreach efforts, selection of a slate of candidates for board vacancies, vetting, and ensuring an annual vote by members when open seats exist. The nominating committee will also provide candidate recommendations for between election

vacancies. The board shall vote to accept all recommendations of the nominating committee. (See Article V, Sections 1 & 2).

Section 2: Special Committees

(a) The board of trustees, by resolution adopted by the majority of the board, may create one or more committees, as standing or ad hoc entities. The resolution establishing each such committee shall specify a designation by which such committee shall be known, shall fix its powers and authority, and may designate a chair of such committee. The board of trustees may delegate to any such committee any of the authority of the board of trustees.

(b) Committee topics may include development, membership, fundraising, advocacy, education, facility, programs, marketing, special projects or others as the board deems necessary.

(c) Each such committee shall serve at the discretion of the board of trustees, shall act only in intervals between meetings of the board of trustees, and shall be subject to the control and direction of the board of trustees. All actions by any such committee shall be subject to revision and alteration by the board of trustees, provided that no rights of third persons shall be adversely affected by any such revision or alteration.

(d) In execution of its purpose and duties specified by the board, any such committee may act by a majority of its members at a meeting or by a writing signed by the majority of its members.

Section 3: Terms of Committee Members

(a) Executive committee terms will follow those of officers comprising the committee. When other executive committee appointments are made, they shall be for one year with reappointment at the discretion of the president, and no limit on subsequent terms.

(b) All other committee terms shall be for one year with reappointment at the discretion of the president, and no limit on subsequent terms.

ARTICLE VIII: Finances

Section 1: The Fiscal Year shall be April 1 – March 31. The board may vote to change the fiscal year start date.

Section 2: Budget Preparation and Adoption

The executive committee will present an annual budget to the board, prior to the end of the fiscal year. It will be adopted by a majority vote of the board

Section 3: Member Dues

(a) Membership dues shall be in such amount and payable at such time as determined by the board.

(b) Dues entitle members to one year of membership, which shall be renewed annually by payment. Dues not paid within 30 days following the due date will be considered delinquent and a member becomes inactive until dues are paid in

full. Membership shall be reinstated immediately with the payment of membership dues.

ARTICLE IX: Policies

Policies may be adopted by a majority vote of trustees present at a regularly scheduled board meeting. Such policies shall be presented to the board in advance of a scheduled board meeting.

ARTICLE X: Amendments to Bylaws

These bylaws may be amended in any way by a two-thirds vote of the board of trustees. Prior notice of intent to propose such amendment must be received by each trustee at least 10 days before such a meeting.

ARTICLE XI: Dissolution

Section 1: The power to dissolve this Council shall reside with the board of trustees.

Section 2: In the event of dissolution, it shall be the responsibility of the board to arrange for the proper discharge of all YSAC obligations and the disposition of all assets.

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