

By-Laws
Albany Area Arts Council, Inc.

Article I

Title

ALBANY AREA ARTS COUNCIL, INC. is organized as a Non-Profit Charitable Corporation under Section 501(c)3 of the Internal Revenue Code and under the laws of the State of Georgia and shall be known as the ALBANY AREA ARTS COUNCIL.

Article II

Mission¹⁹⁹¹

The purposes of the ALBANY AREA ARTS COUNCIL shall be to:

1. Promote public understanding, appreciation and support of the arts.
2. Increase opportunities for participation in the arts.
3. Encourage high standards of work among artist of all disciplines.
4. Coordinate planning, publicity, research, and fund development with member groups.
5. Facilitate cooperation among members by helping coordinate artistic activities and by serving as a resource for them.
6. Undertake jointly, with members, such programs and projects as are deemed desirable to encourage participation and appreciation of the arts by all area citizens.
7. Support and encourage public education programming in the arts.

The ultimate outcome is to help create, through the arts, enhanced quality of life in southwest Georgia.

Article III

Membership

Organizational Membership

Section 1. Any non-profit, tax-exempt, 501(c)3 organization interested in or associated with furthering the stated purposes of this organization may apply to the Executive Committee, as defined in Article VI, Section 1 of this document, for membership in the Council. (Refer to “Attachment A” of this document for Membership Application Guidelines adopted by the Board on July 28, 2016.)

The program areas of the ALBANY AREA ARTS COUNCIL and its member organizations may include: 1) Arts Education, 2) Literature (oral and written), 3) Performing Arts (including Dance, Drama, and Music), 4) Visual Arts (including Architecture, Environmental Design, and Fine Arts), 5) Heritage Arts and Crafts, 6) Historic Preservation, 7) Developmental Programs (such as board, volunteer and staff development, etc.), and 8) Special Projects.¹⁹⁹¹

The Executive Committee, after reviewing the application for organizational membership, shall present it with a recommendation at the next meeting of the full board. A majority vote of the full board of Directors of the Council shall elect an applicant to membership. Membership, as described in Article III of this document, becomes effective immediately upon Board approval.

Section 2. Any organizational member desiring to resign from the Council shall submit a resignation in writing to the President who shall then present it to the Executive Committee. The announcement of the resignation will then be made at the next regular Board of Directors’ meeting.

Section 3. The board reserves the right to review an organization’s membership and confirm it is current with the obligations set forth in the Membership Guidelines attached hereto as Exhibit A. If it is determined by the board, said organizational member is no longer in compliance with the requirements, the board shall notify the organizational member and provided said organizational member with thirty (30) days to remedy said non-compliance. If said member fails to come into compliance within said thirty (30), upon the affirmative vote of the majority of the board said member organization shall have its membership revoked.

Sponsorship Membership

Section 1. The Council shall offer sponsor memberships to support the mission of the Council on an annual basis. The fees associated with said membership shall be designated by the board from time to time.

Article IV

Board of Directors and Advisory Council¹⁹⁹³

Board of Directors

Section 1. **Membership** – The Board of Directors shall be elected by the membership of the Albany Area Arts Council at the Annual Meeting and shall consist of not less than fifteen (15) nor more than thirty-five (35) directors, serving staggered three (3) year terms. The Nominating Committee shall be responsible for presenting recommended replacement board members to the board no later than the fourth Thursday in May. Directors shall not normally serve for more than two (2) consecutive three (3) year terms. Officers elected to serve terms going beyond this limit are exempted, subject to the terms defined in Article V of this document. Any vacancies shall be filled by the Board of Directors for the unexpired term. Every effort will be made to include a diverse cross-section of the community on the Board. Board members shall be responsible for abiding the guidelines set forth in the Board Members Expectations Guideline. (Refer to “Attachment B” of this document for Board Member Expectations adopted by the Board on June 10, 2015.) Failure to abide by said guidelines shall result in review by the board and may result in removal from the board.

The Board of Directors shall consist of:

- (a) Three (3) selected representatives of member arts organizations (appointed by consensus of the Advisory Council);
- (b) One (1) representative from the City of Albany;
- (c) The immediate Past President of the Albany Area Arts Council;
- (d) All officers of the corporation not otherwise a Director.¹⁹⁹¹
- (e) All other business and community leaders as deemed appropriate.

Section 2. **Terms** – The terms of the Directors shall be as follows:

- (a) Representatives from member arts organizations shall serve staggered two (2) year terms and shall represent the member arts organizations and are responsible for communicating with them.
- (b) Business and community leaders will serve staggered terms of three (3) years.

Section 3. **Powers** – The Council Board of Directors shall have all the usual powers of directors of a business corporation in the immediate government and direction of the affairs of the corporation. They shall make all rules and regulations which they deem necessary or proper for the government of the corporation and for the orderly conduct of its affairs and the management of its property not inconsistent with the Charter and By-Laws of the corporation.

Section 4. **Meetings** – The Board shall have regular meetings during the year as it shall from time to time determine. The Board will elect officers for the coming year at the annual meeting, which shall be held during the fourth quarter of the fiscal year at such time and place as the President may designate. In addition, the Board may have special meetings at any time upon the call of the President or any five Directors. The Executive Committee shall meet regularly.

At all meetings of the Board, business shall be transacted by a majority vote of all Directors present and any action taken shall be deemed the action of the full Board. A quorum for these meetings shall consist of eleven (11) members with prior notice of four days.

Section 5. **Voting** – Each member of the Board of Directors shall have one vote.

Advisory Council

Section 1. **Membership** – The Advisory Council shall consist of no more than two (2) representatives of each of the member organizations of the Albany Area Arts Council (usually the Director and a designated board member). It will be the responsibility of the Advisory Council to make relevant recommendations to the Board of Directors through the appropriate, designated arts representatives serving on the board. Every member organization of the Albany Area Arts Council shall have the right to be heard before any committee of the Council or before the Board of Directors provided reasonable notice of such intention has been given.

Section 2. **Meetings** – The Advisory Council shall have regular meetings during the year, and shall select three (3) representatives to serve on the Albany Area Arts Council's Board of Directors in rotating two (2) year terms with rotating representation from each member group to be voted on and

approved by a majority vote at the annual meeting Board of Directors. It is the responsibility of the three (3) designated arts representatives to communicate with the Advisory Council on board matters.

Article V

Officers, Duties, and Responsibilities

- Section 1. **Number** – The officers shall be a President, Vice-President, who shall be President-Elect, a Secretary, a Treasurer, and a Past President. These officers shall assume their duties at the annual meeting. They shall be elected by the Board of Directors for a term of one year or until their successors are duly elected and qualified. Upon election, all officers shall automatically become a member of the Board of Directors. Any vacancy in office during a term shall be filled by the Board as soon as possible, preferably at the next regular board meeting. No officer shall serve in that capacity more than two consecutive terms.
- Section 2. **Nominating Committee** – The President of the Council shall appoint a Nominating Committee with the approval of the Board of Directors. The Committee shall serve for a term of one year. They shall entertain suggestions for officers and directors of the Council for the following year and propose candidates to be voted upon by the Board at the next annual meeting. The Committee shall also recommend candidates to the Board to fill any vacancies that might occur in the Council during the year.
- Section 3. **Duties** – Duties of the officers shall be such as usually pertain to their respective offices, or as prescribed and assigned to them respectively by the Board of Directors.
- Section 4. **Other Officers** – The Board of Directors shall have the power to appoint such subordinate officers, employees, or agents, as may be necessary in their judgment for the conduct of the business of the corporation, and designate their titles and compensation, if any. To this end, the Board of Directors may engage an Executive Director who shall help formulate and carry out policies approved by the Board and, subject to the Board’s approval, the Director and the President will enter into all contracts required for the conduct of the business of the corporation.
- Section 5. **Responsibilities** – The officers and members of the Board of Directors shall use their best efforts to carry out in good faith the purposes and exercise the powers expressed in the Charter of the Council in such manner as to further the aims of the arts for the benefit of all citizens in Albany and its surrounding areas.

Article VI

Committees

Executive Committee¹⁹⁸⁹

- Section 1. The President, with the approval of the Board, shall appoint an Executive Committee consisting of the officers, the immediate Past President, and a maximum of four (4) additional Board members such that the Executive Committee shall number no more than nine (9) and no less than five (5). The number of members shall remain uneven, and the Committee shall hold office until successors are duly appointed. The President shall also serve as Chairperson of the Executive Committee. The Executive Committee shall have and exercise in the intervals between meeting of the Board of Directors all the powers of the Board which may lawfully be delegated in the management of the business and affairs of the Council, or such lesser powers as may be specified from time to time by vote of the Directors. It shall meet at the call of its Chairperson. All actions of the Executive Committee shall be subject to review by the Board of Directors. The President shall serve as ex-officio member of all committees except the Nominating Committee.

Other Committees¹⁹⁹³

- Section 2. Each member of the Board of Directors shall be expected to serve on at least one (1) committee, including, but not limited to the following committees: Exhibition, , Funding, Planning, Special Events, Marketing, Arts Education/Cultural Enrichment, ,Nominating, and Finance.

The President may appoint, with the approval of the Board, such other standing or special Committees as may be required from time to time to assist the Board.

Article VII

Reports

Fiscal Year

- Section 1. The fiscal year shall begin on the first of July and end on the thirtieth of June.

Audit/Review

Section 2. The accounts of the Treasurer shall be reviewed by a certified public accountant appointed by the Directors at the end of each fiscal year, and audited at such other times as deemed by the Directors to be expedient.

Financial Reports

Section 3. A financial report, based on such audit/review shall be made to the Board of Directors by the Treasurer at least once annually and transmitted by the Secretary to the members of the Board. Additional financial reports shall be made available to the members of the Board of Directors at each monthly meeting.

Article VIII

Trust Indenture

In the event funds are received for restricted purposes with the requirements that the principle shall remain intact, the Board may provide for the designation of an outside trustee to receive the funds and shall authorize the proper officers of the corporation to execute a Trust Indenture governing the use of these funds in such forms as may be approved by the Board of Directors.

Article IX

Amendment Procedure

These By-Laws and the Articles of Incorporation may be amended by two-thirds vote at any meeting of the Board of Directors, but no amendment shall be in order at any meeting unless no less than fourteen days previous notice of the nature of the proposed amendment shall have been given by mail or electronic transmission to all Directors.

Article X

Parliamentary Procedure

Roberts' Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not otherwise provided for.

Adopted: 7/28/2016

Exhibit A

ALBANY AREA ARTS COUNCIL

**ORGANIZATION MEMBERSHIP
GUIDELINES**

- Non-Profit 501(c)3 Documentation
- Mission/Vision Statement Goals and objectives
- By-Laws/Constitution
- List of Board of Directors
- Operational Budget (actual if possible, otherwise proposed)
- Statement of Short and Long Range Plans
- Proposed/Actual Programming
- Description of Target Audience
- Acknowledgement of AAAC's mission statement

Adopted July 28, 2016

EXHIBIT B

AAAC Board Member Expectations

Board members should be financial supporters of the AAAC at a minimum level of \$50 Annually. (Contribution is expected as part of annual support drive income.)

Board members are required to maintain an active email address and to be available by telephone.

Members need to lend significant time/resources to 10-12 programming events or organizational projects per year. (Volunteer requirements may include bar tending, hosting openings, empty bowls, art show, facility maintenance, etc.)

Board members should attend board meetings monthly. After two unexcused meetings per fiscal year, a board member will be considered to have left the board. Members are to attend 12 meetings per year. Committee meetings can replace full board meetings, and we may limit the number of full board meetings that we have each year in order to promote engagement in committee work.

Board members will be required to serve on a minimum of two committees annually.