

# BYLAWS OF SMITH MOUNTAIN ARTS COUNCIL

March 2018

## Article I

### Purpose

To serve as a coordinating body for performing, visual and literary arts in and around the Smith Mountain Lake area by:

- a. Providing opportunities for individuals and groups to participate in the arts.
- b. Providing opportunities for individuals to enjoy various forms of the arts.
- c. Securing resources and community support for the promotion of the arts.

## Article II

### Members

Section 1- Membership. Any individual supporting the purpose of the organization and current with annual dues shall be a voting member of this organization.

Section 2 – Eligibility. Membership shall be open to any person regardless of race, color, religion, gender, age, national origin, ability, or political affiliation.

Section 3 – Duties. Each member shall loyally and to the best of his or her ability support the organization and abide by the Bylaws. In addition, each member shall cooperate to the fullest extent with other members of the organization.

## Article III

### Dues

The amount of annual dues shall be determined by the Board of Directors. Dues are due and payable on October 1<sup>st</sup>. The board of Directors shall have the discretion to set prorated dues for persons joining after June 1<sup>st</sup> of the membership year. Members in arrears on January 1<sup>st</sup> of the current year shall be deleted.

## Article IV

### Membership Meeting

Section 1-Regular Meetings. Unless otherwise ordered by the Board of Directors, the membership shall meet at least once a year during the month of October at an annual meeting. The specific time and place shall be determined by the Board of Directors. At such annual meeting there shall be an election of all or a part of the Board of Directors as provided for in Article V hereof for the ensuing year. Other business may also be conducted at the annual meeting. If in any year the annual

meeting shall not be held at the time designated herein, a meeting shall be held as soon as practicable after the time designated for the holding of an annual meeting and upon the same notice as required for an annual meeting.

Section 2 – Special Meetings. The Board of Directors or president shall have the right to call a special meeting of the organization at any time.

Section 3 – Notice. Notice of all membership meetings, including an agenda or statement of purpose, shall be publicized at least 14 days prior to the meeting.

Section 4 – Quorum. Members in attendance, including at least five (5) members of the Board of Directors, shall constitute a quorum.

Section 5 – Voting Rights. Each adult member shall have only one (1) vote at all meetings of the organization on each question presented. Written proxy voting will be permitted.

## **Article V**

### **Board of Directors**

Section 1 – Management of Affairs of Corporation. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2 – Voting Members. The Board of Directors shall consist of not less than twelve (12) and no more than twenty (20) voting members of the organization, with the exact number to be specified by the Board of Directors, from time to time. Board members consist of at-large members and representatives of the Standing Arts Committees. These Standing Arts Committees include Lakeside Singers, Lake Players, Lake Writers, B#s, Noteables, SML Photo Club, Art Show, Photo Show and others that may be added from time to time. The Board of Directors shall meet immediately after the annual meeting of the membership each year and, at that time, shall select the officers for the ensuing year, which shall be a president, vice president, secretary and treasurer.

Section 3- Non-voting Attendees. Other arts related organizations shall be invited to select a non-voting representative to attend board meetings. These are commonly referred to as Affiliates.

Section 4 – Election. Candidates for the members of the Board of Directors to be elected at the annual meeting of members pursuant to Section 2 of this Article shall be determined by a nominating committee. Additional candidates may be nominated from the floor; however, such candidates must be present at that meeting to be elected.

Section 5 – Term of Office. All members of the Board of Directors shall serve two-year terms. Directors are eligible for election to additional two-year terms. The term of office shall begin immediately following the annual meeting at which they are elected. A Director may be removed from office at a meeting of the Board of Directors called for that purpose, with or without cause, by majority vote of the remaining Directors.

Section 6 – Vacancies. When a vacancy occurs for any reason, the Board of Directors shall elect a replacement at their next meeting who shall serve until the next annual meeting. Any vacancy occurring in the Board may be filled by an affirmative vote of a majority of the remaining Directors.

Section 7 – Meetings. The Board of Directors shall meet at least quarterly. The specific time and place shall be determined by the Board of Directors.

Section 8 – Special Meetings. The president, any other officer, or a majority of the Board of Directors shall have the right to call a special meeting at any time.

Section 9 – Notice. All members of the Board of Directors shall be notified of any meeting at least seven (7) days prior to that meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice or any waiver of notice of such meeting.

Section 10 – Quorum. To conduct a meeting, at least 50% (fifty percent) of the Board's voting membership must be present to constitute a quorum.

Section 11 – Passing of Motions. Any motion requires the vote of a majority of the Board members present.

Section 12 – Action without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or which may be taken at such meeting, may instead be taken without a meeting, if a majority of voting members approve the action by email. The votes shall be recorded by the Secretary and included in the minutes of the next meeting of the Board. Such consent shall have the same force and effect as a majority vote and may be stated as such in any articles or documents filed with the Virginia State Corporation Commission.

## **Article VI**

### **Officers**

Section 1 – Officers. The officers of the organization shall be a president, vice president, secretary, and treasurer.

Section 2 – Delegation of Powers of Officers. In the event of the absence of any officer of the corporation or his/her disqualification or inability to act where provision therefore is not expressly made by these Bylaws, the President may by written order, or the Board of Directors may by resolution, delegate the power of such officer to any other officer or member of the Board of Directors.

Section 3 – Removal of Officers. Any officer or agent may be removed, with or without cause, at any time whenever the Board of Directors in its absolute discretion shall consider that the best interests of the corporation would be served thereby.

Section 4 – Eligibility of Officers. Only current members of the organization shall be eligible to serve as an officer.

Section 5 – Election. The Board of Directors shall elect the officers each year in accordance with Section 2 of Article V hereof. Additional candidates may be nominated from the floor. However, such candidates must be present at the meeting to be elected.

Section 6 – Term of Office. All officers shall serve for a term of one (1) year or until their respective successors are elected. Vacancies among the officers shall be filled by the Board of Directors. Such a replacement shall serve until the next annual meeting.

## **Article VII**

### **Duties of Officers**

Section 1 – President. The President shall preside at all meetings of the organization, the Board of Directors, and the Executive Committee. The President shall have the power to call meetings of the organization, the Board of Directors, and the Executive Committee and shall be responsible for all administrative functions of the organization.

Section 2 – Vice President. The Vice President shall assist the President in carrying out the duties of that office and shall serve on the Board of Directors and the Executive Committee as well as chair of the budget committee. The Vice President shall perform the duties of the President in his/her absence.

Section 3 – Secretary. The Secretary shall serve as a member of the Board of Directors and the Executive Committee and shall keep complete records of the proceedings of all meetings of the organization, the Board of Directors, and the Executive Committee. The Secretary shall also be responsible for the correspondence of the organization.

Section 4 – Treasurer. The Treasurer shall serve as a member of the Board of Directors and the Executive Committee, have custody and keep an accurate record of all monies and securities of the organization, and shall supervise the collection, deposit and disbursement of the funds subject to the direction and approval of the organization. The Treasurer shall provide copies of the Treasurer's report to all members of the organization at regular meetings of the organization. The Treasurer shall submit books no later than one month after the end of the fiscal year for an annual audit.

## **Article VIII**

### **Committees**

Section 1- Executive Committee. The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee. The President of the organization shall serve as the Chair of the Executive Committee. The Executive Committee, when the Board of Directors is not in session, may exercise all of the powers of the Directors except to approve an amendment of the Articles of Incorporation or a plan of merger or consolidation, and may authorize the seal of the corporation to be fixed as required. The Executive Committee may make rules for the holding and conducting of its meeting, the notice thereof required, and the keeping of its records.

## Section 2 – Standing Committees.

Subsection A – Nominating Committee. The nominating committee shall consist of a chair and at least three (3) members of the organization. They shall be appointed by the President no later than August 15. The nominating committee shall present a slate of at least one (1) member to fill each Board vacancy that occurs. Nominees shall be selected on the basis of their qualification, eligibility for office, and their agreement to serve if elected. The slate of Board members shall be presented to the President twenty-one (21) days prior to the annual meeting of the organization. The slate shall be published with the Annual meeting notification.

Subsection B – Budget Committee. The budget committee shall consist of the members of the Executive Committee. The Vice President of the organization shall serve as chair. The purpose of this committee shall be to develop a budget for the organization for the fiscal year. The proposed budget shall be approved by the Board of Directors at their first meeting following the annual meeting but no later than February meeting of the following year.

Section 3 – Standing Arts Group Committees. The Board of Directors may designate various Standing Arts Committees from time to time and shall approve the appointment of their chairs to the Board. These Standing Arts Committees include Lakeside Singers, Lake Players, Lake Writers, B#, Noteables, SML Photo Club, Art Show, Photo Show and others that may be added.

Section 4 – Other Committees. The Board of Directors, after consulting the Executive Committee, shall appoint all other committees necessary to conduct the business of the organization.

Section 5 – Eligibility of Committee Chairs and Committee Members. Only members of the organization shall be eligible to serve on Committees. The Board of Directors shall appoint the Chair and Committee Members for a one (1) year term beginning with its annual meeting and ending with its next annual meeting.

Section 6 – Duties. Each committee shall be provided with written guidelines, including purpose, goals and deadlines.

## **Article IX**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

## **Article X**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on October 1 and end on September 30 annually.

## **Article XI**

### **Amendments**

Amendments to these bylaws may be made at any regular or special meeting of the organization by a two-thirds (2/3) vote of those members present and voting provided the proposed amendment was submitted in writing to the membership at least fourteen (14) days prior to the date of the meeting.

## **Article XII**

### **Parliamentary Procedure**

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the organization not otherwise specified in these Bylaws.

## **Article XIII**

### **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under 501(c)(3) of the Internal Revenue code and its regulations, as amended. Should the aforementioned Code be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provision of the amended Code.

Revised, March 2018

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Kathryn Orth, President