

ALLIED ARTS COUNCIL OF ST. JOSEPH, MO INC.

BYLAWS

Article I General

1.01 Name

The name of this corporation shall be the **ALLIED ARTS COUNCIL OF ST. JOSEPH, MO. INC.**, hereinafter called the "Council." Resolution 11720 passed by the St. Joseph City Council March 29, 1990 established the Allied Arts Council of St. Joseph, MO, Inc. the official community arts agency for the City of St. Joseph, Missouri.

1.02 Purpose

The Allied Arts Council exists to enrich the lives of the citizens of the St. Joseph, Missouri, and the surrounding area by bringing arts and people together.

Article II Membership

2.01 Class of Membership

There shall be one class of membership, Voting Members, hereinafter referred to as "Members."

2.02 Requirements for Membership

Organizational Members:

- a) Organizations must be located in metropolitan St. Joseph or its environs.
- b) Organizations must be a not-for-profit organization and have its tax-exempt status under 501(c) 3 of the Internal Revenue Code as now enacted or as it may hereafter be amended.
- c) Must demonstrate that it is fulfilling an arts related community need, that its organizational structure has been well established, and that it has financed itself for a period of time (no less than twelve months) to be specified in each case by the Board of Directors.
- d) Must file with the Council at the beginning of the fiscal year the following:
 1. The program for the coming year, including dates, times, location and admission.
 2. The names of Directors, officers, delegates to the Council and staff.
- e) Must cooperate with other member organizations to meet the cultural needs of the community.
- f) As a gesture of good faith, member agencies shall subscribe to all policies and procedures of the Arts Fund, including observing the blackout period, whether or not an allocation is requested.
- g) Member organizations of the Council will not be assessed dues, although contributions will be accepted.

Individual Membership

Individual members must contribute a minimum of \$25 to the annual Arts Fund Drive or to the Membership Drive.

2.03 Election to Membership

Any organization meeting the requirements as stated above may apply for membership in the Council. Such written application for membership will be reviewed by the Executive Committee of the Board and, if complete, presented to the Board for approval. Organizational membership to the Council shall require a 2/3 vote of those Directors present.

2.04 Termination of Membership

Any member organization may resign its membership in the Council, with written notice of such intent given to the Board 60 days prior to the end of the current fiscal year. The Council may terminate the membership of any organization at a regular or special meeting by a 2/3 vote when it has been determined that (1), such organization is not fulfilling the requirements for membership as stated in these Bylaws, (2), is operating in a manner not consistent with the purpose of the Council, or (3), its actions, as determined by the Council, are detrimental to the Allied Arts Council and/or its member organizations. The Executive Committee of the Board of Directors and Executive Director shall correspond its decision to the member agency.

2.05 Benefits of Membership

Each organization shall appoint a delegate to serve on the Board of Directors. Each delegate is entitled to one (1) vote at any meeting of the Council. Special services to member organizations shall be provided by virtue of membership and/or on a contractual basis. Member organizations are eligible for funding from the Arts Fund.

2.06 Membership Meetings

There shall be an Annual Meeting of the Council, held in July following the fiscal year's end. The time and place of the Annual Meeting will be determined by the Board of Directors. At least twenty (20) days written notice shall be given of the Annual Meeting.

Special meetings of the membership may be called by the President, a majority of the Board of Directors, or by the Secretary upon written request of 10% of the current membership of the Council

At the Annual Meeting, Directors and the Nominating Committee shall be elected. Annual reports of the activities and financial status of the Council shall be given by the President, Executive Director, committee chairpersons and others as may be appropriate. Any business requiring the attention of the entire memberships may be transacted at this meeting.

2.07 Quorum

A quorum for all Allied Arts Council membership meetings (for example the annual meeting) shall be those voting members present. There will be no proxy votes.

Article III Board of Directors

3.01 Composition of the Board

Elected Board: The Council shall consist of a Board of Directors, elected at the Annual Meeting. In addition, members of the Board shall be elected from the membership of the Allied Arts Council at the Annual Meeting, as proposed by the Nominating Committee. There shall be no less than fifteen (15) nor more than twenty (20) elected members of the Board of Directors. Directors shall serve a term of three (3) years. Each Director shall have one vote. The immediate past-president shall continue for one year as a member of the Board of Directors. No paid employee of the Council or of any member organization shall be eligible to serve as a Director or have a vote on the Board.

Organizational Delegates: Each organization shall appoint a delegate to serve on the Board of Directors.

3.02 Responsibilities of the Board

The Board shall have the overall responsibility for the management and administration of the affairs, funds and property of this corporation and for setting all policies.

The Board shall also have the power to appoint such subordinate officers, employees, or agents as may be necessary for the conduct of business and to designate their title and compensation, if any. To this end, the Board may engage an Executive Director who shall carry out policies approved by the Board and who may, subject to the Board's approval, enter into contracts required for the conduct of business of the Board according to policies.

A Board member's responsibilities shall include, but are not limited to attendance at board meetings, serve on a committee or task force as assigned by the President, annually support the Arts Fund Drive and the Council's membership drive at a meaningful level to the Member.

3.03 Terms of Office

Election to the Board shall be at the Annual Meeting upon the recommendation of the Nominating Committee. Such terms of office shall be for three (3) years, and become effective immediately. One-third (1/3) of the Directors shall be elected each year. Directors may not be re-elected after two successive terms without a one-year interval.

3.04 Meetings of the Board

The Board shall meet immediately following the Annual Meeting to elect officers for the coming year. The Board shall meet no less than ten (10) times per year. At all meetings of the Board, business shall be transacted by a majority vote of all Directors present and any action so taken will be considered as the action of the full Board.

Special meetings of the Board may be called by the President or four (4) elected Directors. At least five (5) days notice shall be given for special meetings. No business may be transacted other than that indicated in the notice of the meeting.

3.05 Quorum

A quorum of the Board shall consist of one-third of its members.

3.06 Vacancies

A vacancy on the Board caused by death, resignation, removal or otherwise may be filled by the Board or the Executive Committee for the unexpired term. A Director appointed to fill an unexpired term is eligible to serve two additional terms.

3.07 Removal

Three (3) consecutive unexcused absences from regularly scheduled Board meetings will be considered an automatic resignation from the Board. A letter will be sent to the member after two (2) unexcused absences reminding him/her of this policy. A Director may be removed, by a vote of two-thirds of the Board, for misconduct affecting the Council. A Director may also be removed, by a vote of two-thirds of the Board, if it should reasonably appear that such Director is unable or unwilling to meet the requirements of board membership as outlined in 3.02

3.08 Indemnification of Directors and Officers

Each director or officer, employee or agent, or former director or officer, employee or agent of the corporation and his or her legal representatives may be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made party by reason of his or her being, or having been, such director or officer; and any person who, at the request of the corporation, served as director or officer of another corporation in which the corporation owned corporate stock, and his or her legal representatives, shall in like manner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the board of directors may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

No director or officer of the corporation shall be liable to any other director or officer or other person for any action taken or refused to be taken by him or her as director or officer with respect to any matter within the scope of his/her official duties except such action or neglect or failure to act as such shall constitute negligence or misconduct in the performance of his or her duties as director or officer.

3.09 Conflict of Interest

No Director shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the organization or any of its affiliates and his or her personal interests arises.

Each Director has a duty to place the interest of the organization foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

Board or committee members may not obtain for themselves, their relatives, or their friends a material interest in any kind from their association with the organization.

If a Director has an interest in a proposed transaction with the organization in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction, or holds a position as trustee, director, or officer in any such organization he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Director who is aware of a potential conflict of interest with respect to any matter coming before the board or committee shall not be present for any discussion of or vote in connection with the matter.

3.10 Ex-Officio Membership to the Board

The chairman of the Trustee Committee for "The David H. Morton Memorial Fund for the Arts", the Chair(s) of the Arts Fund and the Chair(s) of Trails West!® shall serve as Ex-Officio Directors. The Board may elect other Ex-Officio members to the Board for special qualifications or needs of the Board. Such Ex-Officio members may attend meetings of the Board, but shall not have voting privileges.

Article IV OFFICERS

4.01 Executive Committee

The officers of the Board shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Executive Committee shall have the powers of the Board between meetings. The Executive Committee shall meet as needed and may hold meetings and votes on matters of import to the Allied Arts Council by electronic means including but not limited to telephone, e-mail, text, or other communication.

4.02 Election, Terms

The election of officers shall occur at the first Board meeting following the Annual Membership Meeting. Officers shall serve for a term of UP TO two (2) years or until their successors are elected and take office. Voting shall be by voice and a majority of the votes cast shall constitute election to office. If a voice vote is not clear, a hand count of the votes will be taken.

4.03 Vacancies

Vacancies which occur in any office, regardless of reason, shall be filled by the Board or the Executive Committee at the earliest practical date.

4.04 Duties

The duties of the officers shall be such as usually pertain to their respective offices, or are assigned to them by the Board.

4.05 President

The President shall be the Chief Executive Officer of the Allied Arts Council and represents the board to the agencies and the community. If a member is elected president near or at the end of a member's second term and is finishing his/her first term as president, the member's term will extend through the tenure of the presidency.

4.06 First Vice-President

The First Vice-President shall assume all duties of the President in the President's absence and shall assist the President in fulfillment of executive duties. The first Vice President shall also be responsible for the review of Council policies and shall serve as the Council's parliamentarian under Roberts Rules of Order, and assist with strategic planning.

4.07 Second Vice-President

The Second Vice-President shall assist with the fundraising activities of the Allied Arts Council in accordance with its by-laws and its policies. The Second Vice-President shall assume all duties of the First Vice-President in the First-Vice President's absence.

4.08 Secretary

The Secretary shall insure that the minutes of the Members and the Board of Directors, including attendance, be kept. The Secretary shall also cause other duties to be performed, including but not limited to, general correspondence of the Council, meeting notices and lists of Members.

4.09 Treasurer

The Treasurer shall have the custody of and be responsible for all moneys and securities of the organization not held under trust agreement. The Treasurer shall cause the full and accurate accounts in books belonging to the Council, showing the financial transactions of the Council, its accounts, liabilities, and financial condition, and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause deposits in the name of the Council, be placed in such depository or depositories as are approved by the Board of Directors, all moneys that may come into possession of the Treasurer for the Council account. The books and accounts of the Allied Arts Council shall be open at all times during business hours to the inspection of any Director or Officer of the Council.

Article V COMMITTEES

5.01 Standing Committees

Standing Committees of the Council shall be as follows: Nominating, Allocations, Finance, Personnel, Trails West!®, Arts Education, Visual Arts, Arts Fund, and the Presidents' Roundtable. The Chair of each standing committee may be an elected board member. All standing committees must have include an elected board member.

a) Nominating Committee

A Nominating Committee of five (5) members shall be elected by the entire membership at the Annual Meeting. The Committee shall consist of three (3) Directors of the Board and two (2) people who are not current Directors.

The Chairman of the Committee shall be appointed from the Committee by the President of the Council.

The Nominating Committee shall present nominations for all elected Directors, each elective office, and the Nominating Committee. It shall also present nominations for the positions that become vacant during the year. No Nominating Committee member or Chairman shall serve more than two (2) consecutive years.

The nominative slate shall be published at least twenty (20) days prior to the Annual Meeting.

b) Allocations Committee

The Allocations Committee shall consist of twelve-to-fifteen members, who represent the giving interests of both corporate and individual donors to the Arts Fund. Members of the Allocations Committee shall serve a term of three (3) years. There shall be no officer of a member organization on the Committee.

The Allocations Committee shall be appointed by the president in such a manner that approximately one-third of the membership shall be appointed each year. The Chairman of the Allocations Committee shall be appointed by the President.

The Allocations Committee shall implement the policies of the Arts Fund as approved by the Board.

It shall provide each applicant organization with a written evaluation pertinent to the applying organization.

c) Finance Committee

A Finance Committee composed of the Treasurer, at least two (2) other Directors and such other persons as deemed necessary shall be appointed by the President.

The Treasurer of the Council shall chair the Finance Committee.

The Finance Committee shall be responsible for the preparation and monitoring of the annual budget, investment of Council funds, and shall have prepared monthly financial statements.

The Finance Committee shall also be responsible for the investment of the Arts Fund and Council assets, and shall make such financial reports as is deemed appropriate.

The finance committee shall annually set the amount of Council funds available for staff salaries and shall provide this information to the personnel committee prior to the end of the fiscal year.

d) Personnel Committee

A Personnel Committee of at least three (3) members and a Chairman shall be appointed annually by the President. The Chairman and at least one other member of the Committee shall be Directors.

The Personnel Committee shall review and recommend all policies regarding employee relations and other related matters to be approved by the Council. It shall assure that all policies are implemented according to legal standards.

The Personnel Committee shall conduct an annual evaluation of the Executive Director. The personnel committee shall be responsible for the system used for job evaluations and responsibilities of the Council Director and staff.

e) Presidents' Roundtable Committee

The Presidents' Roundtable shall consist of the president of each member organization and the director or his or her equivalent of each organization. The chair of the Roundtable shall be the president of the board of the Allied Arts Council. The Roundtable Committee may meet monthly, but shall not meet less than once a year.

The purpose of the Roundtable is to communicate to the Allied Arts Council Board the needs of its member organizations and provide a forum to resolve issues and concerns shared by member organizations.

The Roundtable Committee shall provide a written report at least annually to the Council of its meetings and any recommended change to services. The Board shall review the feasibility of the recommendations and the methods of possible implementation. Implementing any recommended actions proposed by the Presidents' Roundtable shall require the approval of the Allied Arts Council's board.

f) David H. Morton Memorial Fund for the Arts Committee

The purpose of the David H. Morton Memorial Fund for the Arts shall be to assist in the sponsorship of at least one memorial arts event annually or as funds allow.

There shall be a Trustee Committee consisting of seven members whose duty it shall be to advise the Council regarding the receipt, investment, administration and disbursement of monies which donors have contributed to the Allied Arts Council and designated as contributions to the "David H. Morton Memorial Fund for the Arts."

The members of the "David H. Morton Memorial Fund for the Arts" Trustee Committee shall be elected by the Council of the Allied Arts Council, upon the nomination by the Nominating Committee.

Each Trustee shall serve a term of six years commencing with his/her election and concluding with the election of his/her successor.

One-half of the Trustee Committee, in a three-member, four-member rotation, shall be elected every three years.

A partial term shall be NOT BE considered a term.

Officers of the Trustee Committee

The Trustee Committee shall designate a chairman and secretary/treasurer from among its members for a term of three years or until his/her succession is duly designated and qualified.

g) Other Committee(s):

Other committees shall include Trails West!®, Arts Education, Visual Arts, and Arts Fund. These committees shall recommend policy, plan and implement program, evaluate program delivery, and advise the Board in the execution of the program elements in their field. The President shall appoint the chairs of the Arts Education, Visual Arts and Arts Fund. The Trails West!® chair is a two year commitment and is appointed by past Trails West!® chairs. The chair of these committees may be members of the Council's Board.

5.02-Ad Hoc Committees

The Board may elect and the President may appoint special committees such as marketing, strategic planning, fundraising, etc. as may be required to assist or advise the Board in the conduct of Council business. Such committee members are not required to be Directors. Special Committee Chairs may be ex-officio members of the Board without voting privileges.

Article VI FINANCIAL ADMINISTRATION

6.01: Fiscal Year

The fiscal year of the Council shall be July first (1) through June thirtieth (30).

6.02: Investments and Depositories

The Board shall make such rules as in its judgment are necessary concerning the receiving, the banking and the disbursing of funds, and the handling of any other business of the Corporation. Authorized signatures for any bank or investment account shall be any two of the following: President, 1st Vice-President, 2nd Vice President,

Secretary, Treasurer or Executive Director. The Executive Director may sign checks without additional signatories, in accordance with current board approved policies.

6.03: Sale and Transfer

Any two of the officers of the Corporation shall have authority to sell any stocks or other registered securities standing in the name of the corporation, at the direction of the Board.

6.04: Audit

The accounts of the Council shall be audited by an independent certified public accountant appointed by the Board at the end of each fiscal year, and at such other times as are deemed appropriate.

The report of the auditor shall be presented to the Board for adoption each fiscal year.

Article VII ARTS FUND

7.01: Purpose

The Arts Fund's purpose is to finance through a single drive each year that portion of the budgets of funded organizations which would merit support in a community-wide fund raising drive. The raising and allocation of funds is its primary purpose. It does not exist for the purpose of administering, supervising or attempting to dictate the policies, practices or internal procedures of funded organizations.

7.02: Chair

As early as practicable in advance of each Arts Fund drive, it shall be the responsibility of the Executive Committee to select and appoint a chair for the Arts Fund.

7.03: Duties of Chair

The Chair of the Arts Fund shall appoint the Chairs of all necessary campaign divisions and develop a plan for all divisional appointments and campaign strategies.

7.04: Funded Organizations

The organizations included in the Arts Fund drive and the terms of their participation shall be determined by the Board on the recommendation by the Allocations Committee.

To receive funds from the drive, organizations must be a member agency of the Allied Arts Council, apply for allocations, and abide by all policies set forth in the Arts Fund Policies and Procedures.

Article VIII EXECUTIVE DIRECTOR

Executive Director. The Executive Director is hired by the Board and serves at the discretion of the Board. The Executive Director has day-to-day responsibility for the Allied Arts Council, including carrying out the Council's mission, goals and policies and management of staff and volunteers. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Directors and carry out the duties described in the Director's job description. The Board can designate other duties as necessary. The Executive Director represents the Allied Arts Council to the public.

Article IX AMENDMENTS

These bylaws may be amended or repealed or new bylaws may be adopted by a simple majority affirmative vote at any regular, special or annual meeting of the Board, provided that the proposed amendment has been presented at a previous Board meeting one month before, or mailed to the Council 20 days prior to the meeting.

Article X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Council may adopt.

Approved June 20, 2019 by the Board of Directors.



Teresa Fankhauser
Executive Director