

BYLAWS OF OZARK ARTS COUNCIL

The following Bylaws are adopted by the Board of Directors of Ozark Arts Council.

ARTICLE I – NAME

Section 1: The name of this organization is:

OZARK ARTS COUNCIL, INC.

ARTICLE II - PURPOSE

Section 1: The Ozark Arts Council (hereinafter referred to as OAC) is a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law for cultural, civic, charitable, scientific, literary, and educational purposes. It operates primarily in the Harrison, Arkansas, area of influence.

Section 2: The purpose of OAC is to enrich lives by promoting the arts in Harrison and North Arkansas through exhibitions, performances, and education.

ARTICLE III – MEMBERSHIP

Section 1(a) General Membership: Membership is available to all individuals and businesses with the approval of the Board of Directors regardless of religion, race, color, gender, age, nationality, sexual orientation, or disability.

Section 1(b) Member Organizations: Member organizations are active in the area of influence of OAC, are engaged in promoting education in or enhancing the humanities and cultural arts activities, and actively support and encourage the growth and development of OAC. Member organizations are determined by the Board of Directors.

Member Organizations:

The Theatre Company
Harrison Art League
Northark Drama
20th Century Club
Woman's Book Club

Section 2: Member organizations, the classes of membership and the dollar amount of each membership level are decided by the Board of Directors and made public on request.

Section 3: The dues for membership are due and payable by July 1 of each year and are valid through the end of the next fiscal year. All memberships not paid by October 1 are purged from the membership list.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: The property, business and affairs of OAC are managed by the Board of Directors (hereinafter referred to as Board) and such persons as designated by the Board.

Section 2: The Board consists of not more than Sixteen persons. It is divided into two categories.

OAC Bylaws Version August 2011

- A. At-Large Members: no more than eleven members, nominated by the Nominating Committee and voted on by the members at the annual meeting. Nominations may also be received from the floor. At-large members serve a three-year term with term expirations staggered, to be initially determined by lot. At-large members have full voting rights and count towards quorum.
- B. Member Organization Members: One member from each member organization. These members are appointed by the member organizations and serve for whatever period of time that organization designates. These members have full voting rights and count towards quorum. Ex-Officio Members: OAC Staff and other members that may be appointed by the Board on an as-needed basis. Ex-officio members do not have voting rights and do not count toward quorum.

Section 3: No Director who has served three consecutive years is eligible for re-election or re-appointment until one year has elapsed.

Section 4: Any at-large vacancy on the Board caused by death, resignation, disqualification or any valid reason is filled by appointment by the President with the advice and consent of the Board. Nominations may be made from the floor for these vacancies. Any Director may resign by notifying the President; the effective date shall be as agreed upon.

Section 5: Directors are elected at the regularly scheduled Annual meeting in June. They assume office on July 1.

Section 6: Appointed Directors assume their office immediately upon appointment.

Section 7: Any Director may be removed by two-thirds vote of the Board. Said Director shall receive notification of such action.

Section 8: If a member of the Board, other than an ex-officio member, fails to attend three consecutive meetings of the Board or has three un-excused absences from regular Board meeting during a fiscal year, his/her membership shall be terminated subject to review by the Board.

Section 9: All matters voted upon by the Board require a Quorum (Article VI, Section 5).

Section 10: Any expenses approved by the Board will be reimbursed if the expenses are necessary to the operation of OAC.

Section 11: Board Members are expected to adhere to the Board Member Expectations, which are outlined in the Board Member Job Description, but generally:

- A. Provide leadership and ambassadorship.
- B. Support the OAC Staff in raising funds to uphold the mission of the organization.
- C. Provide financial support - be a member of the OAC at the Family Level or above and assist in fundraising.
- D. Be actively involved, including attendance at Board Meetings, participation in Board committees, and volunteering at and attending events.

ARTICLE V – OFFICERS

Section 1: The principal officers of OAC are President, Vice-President, Treasurer and Secretary.

Section 2: The Officers of the Board are elected by the Board, from within the Board-elect in June. Their term of office begins July 1.

Section 3: Any officer may be removed by a two-thirds vote of the Board. Said Officer shall receive notification of such action.

Section 4: Officer vacancies occurring during the fiscal year are appointed by the President from within the Board when the vacancy occurs.

Section 5: The President supervises management of the affairs of OAC, subject to the control of the Board, and presides over Board meetings.

Section 6: Unless otherwise determined by the Board, the Vice-President performs the duties of the President in his absence. The Vice-President performs such other duties as the President or Board prescribe.

Section 7: The Treasurer has custody of all OAC funds and securities, and maintains books belonging to OAC with full and accurate account of all receipts and disbursements. The Treasurer or OAC Staff may deposit all monies, securities and other valuable assets in the name of OAC in such depositories as are designated for that purpose by the Board. The Treasurer or the OAC Staff may disburse the funds of OAC as ordered by the Board, taking proper receipts for the disbursement. The OAC Staff shall submit to the Treasurer a monthly accounting of the financial transactions of the OAC Staff for inclusion in the Treasurer's report. The Treasurer renders to the President and Board at the regular Board meetings, and whenever requested by them, an account of all his/her transactions as Treasurer, as well as an account of the financial condition of OAC. The Treasurer is Chairperson of the Finance and Budget Committee, and assists the OAC Staff in preparing a Budget for approval of the Board and the membership of OAC prior to the annual meeting of the membership. The Treasurer sees that the financial records and accounts of OAC are audited annually by a licensed public accountant or a certified public accountant. The Board retains the authority to dispense with the annual audit upon two thirds approval by the Board. The Treasurer also performs such other duties as are assigned to him/her by the President or Board.

Section 8: The Secretary keeps the minutes of the meetings of the members and of the Board in one or more books provided for that purpose. The Secretary attends to the general correspondence of OAC and acts as Historian; sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law; is custodian of OAC records; and performs such other duties as are assigned to him/her by the President or Board.

Section 9: All officers shall hold office for the period of one year or until their successors are elected.

ARTICLE VI – MEETINGS

Section 1: All meetings take place in the State of Arkansas. The time and place of such meetings are fixed by the Board.

OAC Bylaws Version August 2011

Section 2: The meetings of the Board are held on a date and time agreed upon by a majority vote of the Board.

Section 3: The regular meeting in June is the annual meeting, for the purpose of election of the Board, receipt of reports from officers and committees, and any other business that may arise.

Section 4: Special meetings are called at the discretion of the President or by four (4) Board members, with not less than 24 hours notice.

Section 5: A Quorum shall consist of a Majority, more than 50%, of the Board Members eligible to vote.

ARTICLE VII – COMMITTEES

Section 1: There shall be an Executive Committee of the Board, consisting of the principal officers (Article V, Section 1).

Section 2: There shall be a Nominating Committee, appointed by the Executive Committee, in all instances where Board members are being elected.

Section 3: There shall be a Finance and Budget committee, chaired by the Treasurer. The Committee is responsible for assisting the OAC Staff in the preparation and submission of the annual budget, and other reports requested by the Board. Quarterly budgets are submitted if requested by the Board, on an item by item basis.

Section 4: There shall be a Marketing committee, chaired by the Vice President and include all staff and the head of the Theatre Company. This group will be responsible for developing the major portion of the Revenue portion of the annual operating budget and provide that input to the finance committee.

Section 5: Standing or special Committees of the Board are established or abolished by the Executive Committee as needed to best operate OAC. Committee Chairpersons are appointed by the Executive Committee. Members of any committee are appointed by the designated committee chairperson, and do not need to be currently serving on the Board.

Section 6: The President shall be an ex-officio member of all committees, excepting the Nominating Committee.

ARTICLE VIII – REPORTS

Section 1: All financial reporting is the responsibility of the Finance and Budget Committee. An annual budget is completed as outlined in Article IX, Section 2 herein.

Section 2: Grant reports are submitted as required by the grantor and approved by the Chairperson of the appropriate committee.

Section 3: The Treasurer, with staff assistance, will produce quarterly financial statements that compare actual to budget. Any items that vary by more than 10% will require explanation and/or what corrective actions are being taken to rectify.

ARTICLE IX – GENERAL OPERATIONS

OAC Bylaws Version August 2011

Section 1: The fiscal year of OAC runs from July 1 through June 30.

Section 2: All income of OAC from all sources is administered by the OAC Staff, along with the President and Treasurer, with the advice and consent of the Board. The disbursement of all monies is handled by the OAC Staff, President and Treasurer. No funds shall be disbursed exceeding the amount approved by the Board. All checks exceeding \$500 must be signed by two persons designated by the Board as signatories on the OAC accounts. No officer or member of the Board or committee member receives remuneration from OAC for any non-professional services performed.

Section 3: The President, Vice-President, and OAC Staff have the power to enter into contracts or other instruments in the name and on behalf of Ozark Arts Council, provided such contracts are under \$1,000. All contracts obligating the OAC to an amount above \$1,000 is subject to approval by the Board. No other person has this right or power, unless prior approval is granted by the Board.

Section 4: The Treasurer and OAC Staff create and administer the annual budget and report the financial statement monthly to the Board and to the membership according to the laws of non-profit organizational recognition.

Section 5: OAC is operated at all times as a non-profit organization and engages in activities consistent with the non-profit goal. No part of the earnings of OAC inure to the benefit of any member, officer, board member, employee, private individual, corporation or organization without limitation and stated purpose.

Section 6: OAC shall not use any of its income for purposes other than those set forth herein, nor will it invest income in any manner, or act in any way or engage in any activity which might affect its right to full tax exemption or the rights of members or contributors to OAC to full tax deduction of their contributions to OAC. OAC is so operated as to be entitled to and receive all tax exemptions, federal, state or local, which may from time to time be granted to such organizations.

Section 7: In the case of Internet Banking, purchase or debit transactions in excess of \$500 will require the signature of one other bank account signatory using the Exceeding \$500 Authorization Form (as developed by the OAC Staff). Emailing and/or faxing of this form shall be acceptable. These forms will be maintained by staff, in file, for a minimum of two years.

ARTICLE X – RULES OF PROCEDURES

Section 1: The Board and any committee may adopt such rules and regulations for the conduct of its meetings as they deem proper, consistent with the law, the Articles of Incorporation, and these Bylaws.

Section 2: The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern OAC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order OAC may adopt.

ARTICLE XI – DISSOLUTION

Section 1: Should OAC be dissolved or otherwise cease to exist, or should it discontinue operating, the Board shall, after satisfaction of any outstanding liabilities of OAC, convey all OAC's assets to non-profit, charitable or educational corporations or associations exempt from the provisions of Section 501(c)(3) of the Internal Revenue Code or its appropriate counterpart.

Section 2: In no event shall any individual member of OAC be entitled to any right, title, claim or any interest in any of the assets or the proceeds thereof, of OAC upon its dissolution or cessation of operations, or otherwise.

ARTICLE XII – AMENDMENT PROCEDURE

Section 1: These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the Board, provided previous notice of the proposed amendment has been given as follows: oral or written notice to Board members at least ten (10) days in advance, or announcement of the proposed amendment at the previous regular meeting of the Board.

ARTICLE XIII – OAC Staff

Section 1: The Board has the authority, at its discretion, to appoint or hire Staff as necessary to best operate and promote the success of the OAC. The job descriptions, duties and compensation of and for such Staff shall be established by a majority vote of the Board and may be amended from time to time also by majority vote of the Board.

ADOPTED BY THE BOARD OF DIRECTORS, OAC, THIS 1st DAY OF August, 2011.

CLARK MIDDLETON, PRESIDENT