

# SEASIDE ARTS COUNCIL BYLAWS

## I. Name

The name of this organization shall be the Seaside Arts Council.

## II. Structure

The Seaside Arts Council, which is organized for cultural and educational purposes, shall be an unincorporated nonprofit subsidiary organization of the Swansboro Area Development Foundation.

## III. Purpose

The purposes of the Seaside Arts Council shall be to promote, advance, and provide performing arts and visual arts opportunities, appreciation, and education for residents of- and visitors to the Swansboro and Western Carteret County area.

## IV. Activities

The activities of the Seaside Arts Council shall include, but shall not be limited to, the following:

A. Appreciation. Organization, provision, and promotion of opportunities for public enjoyment and appreciation of the performing arts (such as music, theatre, and dance) and the visual arts (such painting, drawing, sculpture, photography, filmmaking, and ceramics).

B. Education. Organization, provision, and promotion of opportunities for adult and youth education regarding the arts.

C. Support. Support of the arts in a variety of ways, including but not limited to the following:

1. Fundraising. Raising funds to support art opportunities, appreciation, and education through event admissions, solicitation of donations, solicitation of memberships, applications for grants, and fundraising events.

2. Planning. Developing and adopting plans to help focus, direct, and implement the purposes of the Council.

3. Advocacy. Promoting support for the arts, arts education, arts in schools, and the importance of the arts in the culture of the community.

4. Marketing. Publicizing Council programs and activities and other arts opportunities that may be available in the region.

5. Patronage. Providing support to persons who are creatively engaged in the performing and visual arts.

6. *Research.* Undertaking studies, surveys, and other research to determine the arts-related needs of the community being served by the Council.

## **V. Membership**

The membership of the Seaside Arts Council shall be open to any individual who supports the purpose of the organization and who fulfills any dues requirements and conditions of membership set by the Board of Directors.

## **VI. Governance**

### **A. Board of Directors.**

1. *Authority.* The business and activities of the Seaside Arts Council shall be governed by the Board of Directors.
2. *Composition.* The Board of Directors shall consist of not less than seven (7) nor more than twelve (12) members of the Council. The specific number of directors shall be determined at the annual meeting each year, except that up to three additional directors may be added by action of the board of directors between each annual meeting.
3. *Election.* The directors shall be elected at the annual meeting of the Council. Candidates shall include those persons nominated by the Nominating Committee and any additional candidates nominated from the floor. The persons elected shall be those who receive a plurality in relation to the number of positions to be filled. The members of the board of directors, following election, be confirmed by governing board of the Swansboro Area Development Foundation.
4. *Term.* Directors shall serve a two-year term, beginning on the first day of the fiscal year of the Council.
5. *Vacancies.* Vacancies on the board of directors may occur (a) if a director resigns by written notice to the president or (b) if a director is removed by the board of directors, when in the judgment of a board majority, such removal is in the best interests of the Council. The removal of a director must be confirmed by the governing board of the Swansboro Area Development Foundation. Vacancies shall be filled by the board of directors from nominations provided by the Nominating Committee, and persons appointed to vacancies shall serve for the unexpired term of their predecessor.
6. *Meetings.* Regular meetings of the board of directors shall be held at least quarterly at a time and place selected by the board. Meetings may be held more often (such as monthly) at the discretion of the board. Special meetings may be called by the president or by any three directors. Notice of special meetings shall be given to all directors, stating the purpose of the meeting, at least three days prior to the meeting.

7. *Quorums and Actions.* A majority of the board of directors shall constitute a quorum for the transaction of business, and a vote of a majority present and voting shall be sufficient to approve actions of the board.
8. *Procedures.* The conduct of business shall be governed by *Suggested Rules of Procedure for Small Governing Boards*, by Fleming Bell, University of North Carolina School of Government, latest edition.
9. *Committees.* The board of directors may establish such standing or special committees as it considers necessary to conduct and facilitate the business and mission of the Council, including the purpose, size, and duties of such committees. All committees shall report regularly to the board of directors.
10. *Compensation.* No director or officer shall receive any compensation, other than the reimbursement of expenses, for his or her services, and no funds of the Council shall inure to the benefit of any director or officer.

B. Officers. The officers of the Seaside Arts Council shall be a president, a vice president, a secretary, and a treasurer.

1. *Election.* The officers of the Council shall be elected by the board of directors from among the membership of the board. The election shall take place at the first meeting of the board following the annual meeting (which meeting may, if desired, take place immediately following the annual meeting). Officers shall serve a two-year term of office.
2. *Vacancies.* Vacancies among the officers may occur (a) if an officer resigns by written notice to the board of directors or (b) if an officer is removed by the board of directors, when in the judgment of a board majority, such removal is in the best interests of the Council. Vacancies shall be filled by the board of directors, and persons appointed to vacancies shall serve for the unexpired term of their predecessor.
3. *Duties.* The duties of the officers of the Council shall be as described below and those usual and customary to such offices.
  - a. *President.* The president shall preside at all meetings of the board of directors and the executive committee, shall be an ex-officio member of all committees, shall appoint and remove the members of standing and special committees, and shall execute such written documents and instruments as may be authorized by the board of directors. The president shall also perform such duties as may be incident to the office or such additional duties as may be assigned by the board of directors or executive committee.
  - b. *Vice President.* The vice president shall exercise the authority and functions of the president in the absence or inability of the president.
  - c. *Secretary.* The secretary shall keep the minutes of the board of directors and the executive committee, shall have custody of official records and documents of the Council, shall execute (with the president) written documents and instruments authorized

by the board of directors, and shall perform any additional duties as may be assigned by the board of directors or executive committee.

d. **Treasurer.** The treasurer shall have the following duties and responsibilities:

- (1) The treasurer shall have charge of all monies, bills, and financial instruments of the Council;
- (2) The treasurer shall monitor and make deposits of all monies and other valuables to the credit of the Council in such depositories authorized by the board of directors;
- (3) The treasurer shall keep the accounts of the Council, shall be responsible for the payment of bills, shall render financial reports to the board of directors at least quarterly, and shall, at the expiration of office, transmit all property, accounting records, and funds to the incoming treasurer.

C. **Executive Committee.** The executive committee shall consist of the officers of the Council. The executive committee shall, subject to any limits imposed by the board of directors, conduct any necessary business of the Council between meetings of the board of directors and shall report such actions at the next board meeting. The executive committee shall have such additional powers, duties, and responsibilities as may be delegated by the board of directors.

D. **Nominating Committee.** The nominating committee be appointed by the board of directors and shall consist of three arts council members, at least one of whom shall not be a member of the board of directors.

## **VII. Finance**

A. **Books and Records.** The Council shall keep correct and complete accounting records. All records shall be maintained for a minimum of seven years.

B. **Fiscal Year.** The fiscal year shall be January 1 through December 31.

C. **Contracts.** The board of directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument on behalf of the Council. Such authority may be general or confined to specific instances.

D. **Financial Obligations.** No debt obligations shall be entered on behalf of the Council unless authorized by a resolution of the board of directors.

E. **Checks and Drafts.** All checks, drafts, and other orders of payment of money issued in the name of the Council shall be signed by such officer or officers as may be authorized by the board of directors.

F. **Depositories.** All funds collected on behalf of the Council shall be expeditiously deposited to the credit of the Council in such depositories as designated by the board of directors.

G. **Audits.** The financial records of the Council shall be annually reviewed through a procedure selected by the board of directors, which may include review by an accounting professional, review by an audit committee, or review by another appropriate method. The results of the review shall be reported to the board of directors. The financial records of the Council may



also be reviewed from time to time by the Swansboro Area Development Foundation, so long as the Council remains its subsidiary.

## VIII. Other Provisions

- A. Amendments. Provided that a quorum exists, these Bylaws may be amended by a two-thirds vote of the members present at any regular meeting of the board of directors, provided that at least twenty-five days notice, in writing, has been given of intention to amend the Bylaws at such meeting and the proposed Bylaw change(s) is provided with such notice.

Adopted in first annual meeting, February 11, 2010.