

As Amended 11/8/2009

Effective 1/1/2009

FY 2009

Charles County Arts Alliance, Inc.

Bylaws

Article 1 – Name and Purpose

Section 1: Name: The name of this corporation shall be the Charles County Arts Alliance, Inc. No officer or agent of the CCAA shall use its name other than in a duly authorized manner.

Section 2: Purpose: The purpose of the CCAA shall be to stimulate, promote, encourage and provide recognition to the arts and the creative spirit. The CCAA is a community nonprofit organization which serves to channel Community Arts Development (CAD) grants from the Maryland State Arts Council and other sources to local arts organizations and nonprofit organizations producing arts-related activities, sponsor cultural events in Charles County of its own, and build partnerships with local government and the business community to enhance the quality of life for the citizens of Charles County. The CCAA works in partnership with the Maryland State Arts Council, an agency of the Department of Business and Economic Development of the State of Maryland.

Section 3: Objectives: The Board of Directors, also referred to as the Board, shall develop long-term and annual operating objectives consistent with Section 2 above. The Board of Directors shall seek the views of local artists, art organizations, and other interested organizations and individuals in developing these objectives.

Article 2 – Members

Section 1: Membership: Membership is granted after completion and receipt of a membership application and annual dues.

Section 2: Categories of Membership: The Board of Directors may define and provide for different categories of members and corresponding dues.

Section 3: Voting Rights: Voting is restricted to current members. Each member shall have one vote on each question presented to the members. An organization shall have one vote.

Section 4: Right of Members to be Informed and Participate: All members shall have the right and shall be encouraged to participate in the CCAA affairs. Upon request, members shall be provided with a copy of the current Bylaws, the annual budget, and the most recent minutes/treasurer's report of the CCAA. At the annual business meeting the projected budget will be approved by a majority of the membership present.

Section 5: Annual Dues: The annual dues shall be set by the Board of Directors. Membership is on a rolling basis and dues are payable at the time of application. Annual dues must be fully paid not later than 30 days after the membership anniversary date.

Section 6: Transferability: Membership shall not be transferable or assignable.

Article 3 - Meetings of Members

Section 1: Order and Time of Membership Meetings: All meetings shall be conducted in accordance with Robert's Rules of Order. There shall be no fewer than three membership meetings/events during the fiscal year. The annual business meeting will be the final membership meeting of the fiscal year.

Section 2: Annual Business Meeting: There shall be an annual business meeting of all members during the month of May, to be held at a time and location announced in advance. The business at the meeting shall include:

- (a) An election of incoming officers.
- (b) Annual reports by each of the CCAA elected outgoing officers and the Administrator, plus any others as determined by the Board of Directors.
- (c) Presentation and approval of the projected CCAA budget for the coming fiscal year, and such other business consistent with the purpose of the CCAA.
- (d) Any written reports provided during the annual business meeting shall be placed in the official records of the CCAA.

Section 3: Special Meetings: Special meetings of the membership to consider specific business may be called by the President, the Board of Directors, or at least 33 percent of the paid membership.

Section 4: Quorum: A quorum at any CCAA membership meeting shall be the number of paid members present at that meeting.

Article 4 – The Board of Directors

Section 1: Authority: The affairs of the CCAA shall be managed under the direction of the Board of Directors. Except as reserved to the members by law, the Articles of Incorporation or the express provisions of these Bylaws, all powers of the CCAA shall be vested in the Board of Directors. The Board may interpret, supplement and enforce these Bylaws, and all officers, agents and committees shall be subject to the Board in the discharge of their assigned duties and responsibilities.

Section 2: Composition: The Board of Directors shall be comprised of the three elected officers of the CCAA (President, Vice-President, and Secretary/Treasurer), and the most recent Past President available plus up to but not more than nine appointed members.

Section 3: Term: Each member of the Board, excluding elected officers, shall serve a two-year term of office from July 1 of odd-numbered years through June 30 of the succeeding year.

Section 4: Qualifications: Only members may serve on the Board of Directors. Designated representatives of organizations are ineligible to serve on the Board of Directors unless they are members in their own right.

Section 5: Election, Appointment and Vacancies:

(a) The Board of Directors shall adopt procedures for the election and appointment of persons to the Board of Directors from the membership. The procedures shall include provision for adequate notification of each forthcoming annual election to the membership.

(b) Under normal circumstances, nominations for the three elected officers are to take place and be closed during the CCAA membership meeting that immediately precedes the annual business meeting in May.

(c) In carrying out their responsibilities under this Section, the Board shall be guided at all times by the importance of the CCAA having an active Board of Directors which is broadly representative of the arts community and responsive to the needs and interests related to the development of the arts in Charles County, as well as by the necessity of complying with any applicable legal requirements.

(d) The Board of Directors shall fill vacancies on the Board for the unexpired term of office. Vacancies will be filled by a majority vote of the Board during any scheduled Board meeting.

Section 6: Meetings: The Board of Directors shall meet as soon as practical after each annual business meeting and shall adopt the schedule of regular Board and membership meetings each year, and discuss other business as required.

Section 7: Quorum: A majority of the current members of the Board shall constitute a quorum.

Section 8: Attendance and Responsibilities: In agreeing to serve, each member of the Board accepts the responsibility of being a Board member, knowing the CCAA can function well only through the active participation of its Board of Directors, and that the Board of Directors is responsible for carrying out the purposes and overseeing the affairs of the CCAA on a day-to-day basis. To this end, the members of the Board have the right to request the resignation of and/or removal of any member who is absent from three consecutive meetings, regardless of whether they are Board, committee, or membership meetings/events. In the latter case, the provisions of Article 4, Section 10 shall apply.

Section 9: Manner of Acting: Right of Dissent: A decision by a majority of the members of the Board at a Board meeting at which a quorum is present shall be the action of the Board. Each member shall be presumed to have assented to any action of the Board taken at a meeting at which that member is present unless that member announces dissent at the meeting. Any dissent so announced shall be entered into the record of the meeting.

Section 10: Removal: Under severe circumstances, a Board member may be removed by a 2/3 majority decision by of the Board members.

Section 11: Liability: The CCAA Board of Directors shall, in the exercise of their legal and fiduciary duties, be covered by appropriate and adequate liability insurance.

Article 5 – Officers

Section 1: Officers and Terms: The officers of the CCAA shall be a President, a Vice-President and Secretary/Treasurer. Officers shall be elected for a term of two years from July 1 of odd-numbered years through June 30 of the succeeding year. The President and Vice-President may only serve two consecutive two-year terms.

Section 2: President: The President shall preside at meetings of the Board and at meetings of the membership. In addition to performing such duties as prescribed by law, the President, as chief executive officer, shall see that the orders and resolutions of the Board are carried into effect and shall be an ex officio member of all CCAA committees. The President shall perform such other duties as may be prescribed by the Board, and shall be authorized generally to act for or represent the CCAA in all cases where action of another officer is not required by law or provided for in these Bylaws or by the Board of Directors.

Section 3: Vice-President: The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President. Should the President resign or

be unable to fulfill the duties of the office, the Vice-President shall become the President for the duration of the unexpired term of office, and the Board of Directors shall select a new Vice-President, who will also serve for the duration of the unexpired term of office.

Section 4: Secretary/Treasurer: The Secretary/Treasurer, in addition to duties prescribed by law, shall be responsible for seeing that adequate minutes are kept of all Board and membership meetings. The Secretary/Treasurer shall see that necessary notices of upcoming meetings are given, and shall ensure that the proper retention and maintenance of all CCAA records and files takes place. The Secretary/Treasurer also shall have custody of all corporate funds and shall keep in books belonging to the CCAA full and accurate accounts of all financial receipts and disbursements. The Secretary/Treasurer shall deposit monies and valuables that are the property of the CCAA in such depositories as may be designated by the Board. The Secretary/Treasurer shall disburse funds of the CCAA as ordered by the Board, making proper records of those disbursements, and shall render to the President and Board at regular meetings of the board and whenever requested by them, a full and accurate account of all financial transactions and of the overall financial condition of the CCAA.

Section 5: Removal of Elected Officers: Pursuant to Article 4, Section 8, or for willful failure to fulfill and complete the duties accepted by the individual, an elected officer may be removed by a 2/3 decision of the Board of Directors.

Article 6 – Committees

Section 1: Executive Committee: The Executive Committee is comprised of the three elected officers of the CCAA plus the most recent Past President available. It is empowered to make day-to-day decisions that may be required or necessary on an interim basis between meetings of the Board of Directors, and shall report such decisions to the Board.

Section 2: Grant Committee: The Grant Committee is responsible for the review and assessment of Community Arts Development (CAD) and Artists in Education (AIE) grant applications submitted by qualified nonprofit organizations in Charles County (or organizations which conduct the majority of their events/activities in Charles County). The Grant Committee also makes the determination of appropriate funding in each case. This committee will be chaired by a member of the Board of Directors.

Section 3: Budget and Finance Committee: The Budget and Finance Committee is responsible for development of the proposed annual budget of the CCAA for review and approval by the Board of Directors, assistance with the annual CCAA grant application and budget request to state and local governments, respectively, submission of the IRS Form 990 annually, and arranging for financial review or audit in compliance with State and Federal guidance. This committee will be chaired by a member of the Board of Directors; the Secretary/Treasurer will be the co-chair.

Section 4: Membership Committee: The Membership Committee is responsible for promoting membership growth in the CCAA and for developing new initiatives in this regard. This committee will be chaired by a member of the Board of Directors.

Section 5: Events Committee: The Events Committee plans and coordinates all CCAA membership and special events, excluding the annual Artsfest. This committee will be chaired by a member of the Board of Directors.

Section 6: Outreach/Marketing Committee: The Outreach/Marketing Committee is responsible for overseeing CCAA marketing, networking, dissemination of materials, and community involvement through partnerships and other means as determined by the Board. This committee will be chaired by a member of the Board of Directors.

Section 7: Education Committee: The Education Committee will be guided by the ArtsVision 2020 strategic goals, objectives, and recommendations, and oversees the CCAA Scholarship Program. This committee will be chaired by a member of the Board of Directors.

Section 8: Annual Artsfest Committee: The Annual ArtsFest Committee shall be responsible for planning and carrying out all aspects of a CCAA sponsored annual arts festival and other similar arts programming. This committee will be chaired and co-chaired by members of the Board of Directors.

Section 9: Other Committees: The Executive Committee shall appoint from the membership other committees to carry out specific matters or operational concerns, subject to limitations of law and these Bylaws. One such committee shall be a nominating committee for the purpose of identifying candidates for appointment or election to the Board.

Section 10: Procedure: Subject to law and any requirements the Board may impose, each committee may adopt such procedures as to notice of meetings and other matters it determines are most appropriate. Committee chairs shall make regular, timely reports to the Executive Committee, the Board of Directors and/or the membership during meetings when asked by the President. CCAA employees may support committee members upon the invitation of the committee chair.

Article 7 – Records

The CCAA shall retain at its principal office full and accurate financial records and records pertaining to required filings with Federal, state and local authorities. It also shall retain full and accurate minutes of any meetings of the Board of Directors, the Executive Committee, and the membership. The CCAA shall retain a full and accurate record of the names and addresses of all paid members. The CCAA shall also retain file copies of its official correspondence and newsletters.

Article 8 – Checks, Contracts and Gifts

Section 1: Contracts: The CCAA Board of Directors may authorize, on a case by case basis, a Board member or the Administrator to enter into a specific a contract or execute a specific instrument on behalf of the CCAA.

Section 2: Checks, Drafts and Related Instruments: All checks and orders for the payment of money, notes or other evidence of indebtedness issued in the name of the CCAA shall be signed by the Treasurer or the President.

Section 3: Gifts and Donations: No gifts or donations may be accepted for use for any purpose that is not an authorized purpose of the CCAA.

Article 9 – Disclosure and Conduct Code

The Board shall enforce a disclosure and conduct code that shall include at least the following:

- (a) A requirement that members of the Board, officers and other individuals having authority with respect to grants or awards of the CCAA (including members of the Grant Committee), file a disclosure statement of their affiliations or other close connections with local arts or non-profit organizations seeking funding.
- (b) A requirement that no person shall act for the CCAA in evaluating, approving or voting upon any grant proposal if he/she participated for the proposing party in developing the proposal, has a direct financial interest in the proposal or is closely connected with the proposing party as an officer, paid or unpaid, regular employee, principal financial supporter or person occupying some other position or relationship which might be construed as a real, potential perceived conflict of interest.
- (c) Provisions assuring that meetings of the Board of Directors, the Executive Committee, and shall be open to the public except at closed meetings as may be authorized to protect personal privacy or for other good cause as determined by the Board.

Article 10 – Nondiscrimination

Membership, office and participation in all activities, programs and benefits of the CCAA shall be open without regard to race, creed, color, gender, sexual orientation, or national origin.

Article 11 - Parliamentary Authority

Unless otherwise determined by resolution of the CCAA Board of Directors, the parliamentary authority applicable to any CCAA meeting shall be Robert's Rules of Order.

Article 12 – Amendments

The Bylaws shall be reviewed on a biennial basis and may be amended as required. Under normal conditions, proposed amendment(s) shall be discussed and approved at the annual business meeting in May.

Article 13 – Employees

Section 1: General: The CCAA Board of Directors may employ such permanent or temporary employees as is necessary to implement the policies and decisions of the Board.

Section 2: Employees: Employees shall be subject to an annual contract of employment and an annual review of performance. Employees cannot chair or be a voting member of any CCAA committee, but may attend such meetings as are required as a condition of employment, or at the request of the President or Committee Chair. CCAA employees may not be members of the CCAA Board of Directors, but may become members of the CCAA.