

BYLAWS
OF THE SPRINGFIELD REGIONAL ARTS COUNCIL, INC.

ARTICLE I

NAME

The name of this corporation shall be the Springfield Regional Arts Council, Inc., hereinafter referred to as the Arts Council.

ARTICLE II

MISSION

To transform lives and enrich the community through the arts.

ARTICLE III

MEMBERSHIP

- Section 1. The membership of this Arts Council shall consist of dues-paying persons, corporations and organizations who support the mission of this organization. Membership benefits shall be recommended by the Executive Director and approved by the Board of Directors.
- Section 2. A person shall be declared a voting member of the Arts Council upon payment of annual dues, with such dues to be established by the Board of Directors.
- Section 3. Categories of non-voting members may be established by the Board of Directors.

ARTICLE IV BOARD OF

DIRECTORS

- Section 1. The Board of Directors, who shall serve without compensation, shall manage the affairs of the Arts Council.
- Section 2. The number of Directors shall be twenty-one (21), with the possible exception of an additional year granted to an Immediate Past President as specified in Article VII, Section 1.
- Section 3. Directors shall be elected at the annual meeting of the members for a term of three years. No director may serve more than two consecutive elected three-year terms. A Director may be reelected following a one-year absence from the Board.

- Section 4. All Directors must be current and paid members of the Arts Council and are expected to either make a personal gift or secure a financial gift to the organization.
- Section 5. Acting as stewards of the public trust, The Board of Directors should engage in ongoing planning activities as necessary to determine the mission of the organization and its strategic direction, to define specific goals and objectives related to the mission, and to evaluate the success of the organization's services toward achieving the mission. The board should approve the policies for the effective, efficient, and cost-effective operation of the organization.
- Section 6. Vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining Board of Directors.
- Section 7. The nominating committee for the Board of Directors shall be selected by the Executive Committee and approved by vote of the Board. It shall consist of a representative from each standing committee. The nominating committee shall submit to the members nominations for the Board of Directors.
- Section 8. One-third of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one-third of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.
- Section 9. Upon election to the Board of Directors, an individual accepts responsibility to attend regular Board meetings. Each Director shall be a member of no less than two committees. A member of the Board who misses two (2) consecutive meetings of the Board or three (3) consecutive standing committee meetings without proper notification to the Executive Director shall receive a phone call and letter of warning. After three (3) missed consecutive meetings of the Board, the position may be declared vacant and the Board may move to fill that vacancy. Absences for due cause can be excused by the Executive Committee.

ARTICLE V

OFFICERS

- Section 1. The Officers of the Arts Council shall be a President, a Vice-President, an Immediate Past President, a Secretary and a Treasurer.
- Section 1.1 The President shall preside at meetings of the Board of directors and at all meetings of the Council's members and shall appoint committees and chairpersons as provided herein.
- Section 1.2 The Vice-President shall discharge the duties of the President in the absence of the President.

- Section 1.3 The Secretary shall keep all business records of the Association, shall take minutes of the Board of Directors' meetings and of general membership meetings, and shall maintain a roll of attendance at Board of Directors' meetings.
- Section 1.4 The Treasurer shall maintain and provide for all financial records of the Association, shall be chairperson of the Budget and Finance Committee, and shall be responsible for monthly financial reports to the Board and the preparations and presentation of the annual budget.
- Section 1.5 The Immediate Past President Serve as chair pro temp for all standing committees that lose appointed chair unexpectedly and serve as chair mentor for all standing committee chairs whereas Immediate Past President will function in a resource and support capacity. The Immediate Past President shall discharge the duties of the President in the absence of the President and Vice-President.
- Section 2. The aforementioned nominating committee (Article IV, Section 7) will present a slate of officers to the Board of Directors.
- Section 3. The Officers shall be elected by the Board of Directors. The President and Vice President shall not serve more than three (3) consecutive one-year terms. Treasurer must serve three (3) years consecutively. In the event the President has been elected to serve in office subsequent to his/her term of office as a Board member, such person shall be entitled to serve as a voting member of the Board of Directors during his/her term as President and/or Immediate Past President.
- Section 4. Customarily, the Vice President shall have served at least one year as a member of the Board of Directors before being elected Vice President, and will become President following service as the Vice President.
- Section 5. The Executive Director shall be appointed in accordance with the annual agreement with the Springfield-Greene County Park Board, subject to annual review by the Board of Directors.

ARTICLE VI

MEETINGS

- Section 1. Regular meetings of the Board of Directors shall be bi-monthly. The Board shall designate the time and place of its regular meetings.
- Section 2. Special Meetings of the Board of Directors may be called by the President or at the written request to the President by any five Directors.
- Section 3. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately before or following the general meeting of members.

- Section 4. The general membership meeting shall be held annually and shall be publicized to all members 60 days in advance of the meeting date.
- Section 5. Special membership meetings may be called by the Board of Directors.
- Section 6. Action Without a Meeting. If a simple majority of the board members consent in writing, including via e-mail, to any action taken or to be taken by the Springfield Regional Arts Council Board, such action shall be as valid an action of the Board as though it has been accomplished at a meeting of the Board. Such action will be noted in the minutes of the next board meeting to ensure a record of the vote. Separate Arts Council policies will address the timeframe for response when an electronic vote is solicited.

ARTICLE VII

COMMITTEES

- Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President. The Executive Director shall serve as an ex officio member.
- Section 2. The President may appoint standing or special committees for a one-year term.
- Section 3. The President and Executive Director shall serve as ex officio members of all committees.
- Section 4. The following committees are established and, unless otherwise provided for in these Bylaws. The duties and operating procedures of committees may be modified by the Executive Committee at any time and ratified by the board on an annual basis. The President shall appoint each committee chair who shall serve at the pleasure of the President:
- a) Arts Education/Regional Outreach Committee: Responsible for overseeing education grant objectives, professional development opportunities for teaching artists, regional development and serving as a liaison between schools and the arts community. This committee shall meet once every thirty (30) days or as needed.
 - b) Budget and Finance Committee: Chaired by Treasurer and charged with overseeing the financial reporting, budget process, and cash flow for the organization. This committee will also be responsible for overseeing and evaluating building operations. This committee shall meet once every thirty (30) days or as needed.
 - c) Executive Committee: Charged with providing oversight to all standing committees, focusing board on key policy issues, act as the board's agent during emergency issues and conduct an annual program valuation, annual review of the Springfield Regional Cultural Plan/Strategic Plan and annual evaluation of executive director. This committee shall meet once every thirty (30) days or as

needed.

- d) Development Committee: Charged with organizing and overseeing all development activity including planned giving and collaborative opportunities. This committee shall meet once every sixty (60) days.
- e) First Friday Art Walk Advisory Committee: Charged with providing oversight on all programmatic aspects of the event including membership services and marketing. This committee shall meet once every ninety (90) days.
- f) Government Affairs Committee: Monitor and track legislative, regulatory, trade, and public affairs issues to capitalize on political connections and resultant legislation and granting opportunities that reinforce the organization's value. This committee shall meet once every thirty (30) days or as needed.
- g) Marketing Committee: Suggests marketing campaigns for cultural tourism and marketing, membership, capacity building/development events, and the SRAC public profile. Also charged with evaluating opportunities for using technology and new media to advance the organization's mission. This committee shall meet once every thirty (30) days or as needed.
- h) Nominating Committee: Membership includes a representative from each standing committee. Charged with recruiting new members along with building and maintaining a Board culture that is welcoming, supportive, uses the talents of members, and has clear standards and expectations for all members. This committee shall meet as needed.
- i) Visual Arts Committee: Responsible for working with SRAC staff on developing visual arts workshops, creating opportunities for the visual arts and the visual artists in this area with events and competitions, public art, bringing the visual arts together with the performing arts, and promoting the visual arts and artists that live in the region. This committee shall meet once every thirty (30) days or as needed.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Arts Council shall be July 1 through June 30.

ARTICLE X

CONFLICT OF INTEREST POLICY

We, the Directors of the Springfield Regional Arts Council, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

ARTICLE XI PARLIAMENTARY

AUTHORITY

Proceedings of the Arts Council meetings shall be governed and conducted according to the latest edition of *Robert's Rules of Order Newly Revised*.

ARTICLE XII AMENDMENT

OF BYLAWS

These Bylaws can be amended by the membership at the annual meeting or at a special meeting by majority vote of those members present and voting, provided that the amendment has been submitted to the membership in writing at least 30 days before the meeting.

The Bylaws of the Corporation may be altered or repealed and new Bylaws may be adopted by a vote of the majority of the Board of Directors at any regular or annual meeting of the Board or any special meeting of the Board with at least thirty (30) days written notice to the Board members, setting forth the terms of the proposed Bylaws, amendment, or repeal so long as action taken is consistent with Section 355.596 RSMo. through 355.611 RSMo. inclusive. Amendments to the Bylaws shall be adopted as required by Section 355.596 RSMo. through 355.611 RSMo. inclusive.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify to the full extent authorized or permitted by the Missouri Nonprofit Corporation Act of Missouri, as now in effect or as hereafter amended, any officer or director made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) solely by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or serves any other enterprise a such at the request of the corporation.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XI. The foregoing right of

indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Revised and Amended: October 16, 2012

Revised and Amended: May 29, 2012

Revised and Amended: September 29, 2010

Revised and Amended: September 16, 2009

Amended Article 4, Section 4: December 16, 2009

Amended Article 5 and Article 7: May 1, 2009

Amended Section 8: May 27, 2008

Amended to add Article 10: June 28, 2006