

**BYLAWS OF  
STARKVILLE AREA ARTS COUNCIL**

**ARTICLE I – NAME AND PURPOSE**

Section 1 – Name: The name of the organization is the Starkville Area Arts Council (SAAC), and is a nonprofit, charitable organization incorporated under the laws of the State of Mississippi.

Section 2 – Purpose: (SAAC) is organized exclusively for exempt purposes under section 501(c)(3) of the Internal Revenue Code. Specifically, the purposes of this corporation are to support and promote art and art education programs in the Oktibbeha County area, as may be defined by the Board and/or through any mission statement it may wish to adopt.

Section 3 – These bylaws amend and supercede all previous bylaws for SAAC.

**ARTICLE II – MEMBERSHIP**

Section 1 – Eligibility for membership: Voting membership shall be open to any current donor who supports the purpose statement in Article I, Section 2. Membership is granted each fiscal year in which a donor makes a donation.

Section 2 – Amounts: The minimum amount required for voting membership shall be set by the Board of Directors. Continued membership is contingent upon receipt of donations each fiscal year.

Section 3 – Rights of members: Each member shall be eligible to cast one vote in any election required of members.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not entitle a member to a refund of any donations, ticket sales, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership or a majority of the board.

Section 5 – Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership as needed.

**ARTICLE III – MEETINGS OF MEMBERS**

Section 1 – Regular meetings: Regular meetings of the members may be held quarterly, at a time and place designated by the President of the Board. No regular meeting is required.

Section 2 — Annual meetings: One annual meeting of members shall take place during each fiscal year, the specific date, time and location of which will be designated by the President of the Board. Preference for an Annual Meeting shall be during Q4 of each fiscal year. At the annual meeting, the members shall elect the board of directors for the upcoming fiscal year and receive reports on the activities of SAAC, and any other matter submitted to the members by a majority vote of the Board.

Section 3 — Special meetings: Special meetings may be called by the Executive Committee, or a simple majority of the board of directors. A petition signed by 20% of voting members may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each voting member, by mail or electronic means, not less than two weeks prior to the meeting. Meeting may be held via electronic or telephonic means, if necessary.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### **ARTICLE IV — BOARD OF DIRECTORS**

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have no fewer than 12 members. The Board receives no compensation other than reasonable expenses.

Section 2 — Terms: Board members shall serve three-year terms, but are eligible for re-election for up to two consecutive terms.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed-upon time and place. An official board meeting requires that each board member has written or electronic notice at least two weeks in advance. Meetings may be held electronically or telephonically, if necessary.

Section 4 — Board elections: New directors and current directors may be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the Annual Meeting.

Section 5 — Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to Board members with the regular Board

meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled until the end of the fiscal year, and will be nominated for re-election at the next Annual Meeting.

Section 6 — Election procedures: A Nominations Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any current member can nominate a candidate to the slate of nominees. All members are eligible to vote for each candidate up to 10 available positions each year.

Section 7 — Quorum: Board Members present at any properly announced meeting shall constitute a quorum.

Section 8 — Officers and Duties: There shall be at least 5 officers of the Board, consisting of a President, President-Elect (or Vice President), Secretary, Treasurer, and Past President. Officers are elected by the Board, other than the Past President which office is held by the immediately preceding President. Officer duties are as follows:

- The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- The President-Elect shall chair committees on special subjects as designated by the Board.
- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- The Past President shall be responsible for providing institutional memory and information to help the Executive Director maintain continuity of strategy and operations.

Any additional Officers shall be considered "At Large" with duties assigned by the Board at the time so elected.

Section 9 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. Board members shall be automatically terminated from the board due to more than **three unexcused** absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors. Excused absences shall be approved by the Executive Committee.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## **ARTICLE V — COMMITTEES**

Section 1 — Committee formation: The Board may create committees as needed, such as Advisory, CDAF, Finance, Fundraising, etc. The sitting Board President appoints all committee chairs, other than Finance, which is chaired by the Treasurer, and CDAF, which is co-chaired by the Executive Director and a Co-Chair appointed by majority vote of the Board.

Section 2 — Executive Committee: Officers (including any At Large Officers) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes the Executive Director and at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## **ARTICLE VI — DIRECTOR AND STAFF**

Section 1 — Executive Director: The executive director is hired by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 2 — Staff. The Executive Director has discretion over hiring and firing of any additional staff.

## **ARTICLE VII — POLICIES & PROCEDURES**

Section 1 — Without prejudice to the powers conferred by law, the articles of incorporation, or as otherwise stated in the bylaws, the Board of Directors has the power to adopt and amend

policies and procedures for day to day operations of SAAC. These policies and procedures will be maintained separate and apart from the bylaws.

Section 2 – Amendments: The policies and procedures may be amended when necessary by simple majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

**ARTICLE VIII – AMENDMENTS to BYLAWS**

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

**CERTIFICATION**

These bylaws were approved at an Annual Meeting by a two-thirds majority vote of members in attendance.

\_\_\_\_\_  
Secretary

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Date

DRAFT