

**ARTS IN STRONGSVILLE****BY-LAWS****ARTICLE I - NAME**

The legal name of this corporation shall be Arts in Strongsville, a not-for-profit organization under the laws of the State of Ohio.

**ARTICLE II - PURPOSE**

The purpose of Arts in Strongsville, herein referred to, as **THE COUNCIL**, shall be those purposes set forth in the Articles of Incorporation upon the action of the Trustees. This corporation shall be operated solely and exclusively for educational, charitable, scientific and religious purposes and its activities shall not only comply with the Articles of Incorporation but in every respect shall conform to the terms and provisions of section 501 (c) (3) of the Internal Revenue Code of 1954.

**ARTICLE III - BOARD OF TRUSTEES****Section 1. Responsibility**

The Board of Trustees shall be responsible for the government of **THE COUNCIL** and shall supervise the policies and affairs of **THE COUNCIL** and its committees and its officers.

**Section 2. Number**

The Board of Trustees shall consist of Trustees who may or may not be designated representatives of any group or organization.

- A. The number of Trustees shall not be less than 7 or more than 19 as set by the Board at any meeting of the Council. This includes appointments by the President.
- B. Not more than 3 trustees, serving one-year terms may be appointed by the President, such appointments to be duly notified to the Board. Such appointments not to exceed the limit of 19 Trustees.
- C. Each Trustee shall have one vote.

**Section 3. Terms of Trustees**

All Trustees, excluding the presidential appointees shall be elected for either a term of 2 years or a term of 3 years.

#### Section 4. Nominations of Trustees

There shall be a nominating committee selected from the Trustees, by the committee chairman. The nominating committee shall submit nominations for candidates to the Board in writing at least forty-five (45) days prior to the Annual Meeting.

Any Trustees of THE COUNCIL may submit nominations from the floor at the Annual Meeting under the following terms:

- A. The nominee shall be eligible for election.
- B. The nominee shall have agreed to serve if elected.
- C. Notice of the nominee's name and qualifications shall have been given to the Secretary at least ten (10) days prior to the Annual Meeting.

#### Section 5. Arts Network

The Arts Network is a statutory advisory committee of the Board representing arts and humanities groups serving the Strongsville area. The Arts Network shall elect a chairman who will serve on the COUNCIL Board of Trustees for a term of 2 years. The ARTS NETWORK will meet bi-monthly at a time and date to be determined by the members. The Arts Network shall make programming and service recommendations to the Board.

#### Section 6. Vacancies of Trustees

Vacancies for unexpired terms of elected Trustees shall be filled through election by the Board of Trustees.

#### Section 7. Executive Committee of the Board of Trustees

The Board of Trustees may delegate to the Executive Committee the authority to conduct business of THE COUNCIL and to implement plans, programs and budgets for, and in the name of, the Board of Trustees and subject to its supervision and review. The Executive Committee shall consist of the officers of the Board and Chairman of all standing committees.

### ARTICLE IV - TRUSTEE MEETINGS

#### Section 1. Regular Meetings

The time and place for regular meetings of the Board of Trustees shall be determined by the Board at the beginning of each fiscal year, and announced to the public.

#### Section 2. Annual Meeting

The Annual meeting of THE COUNCIL shall be held at a location within the City of Strongsville determined by the Board at the May meeting each year, for the purpose of electing Trustees and voting on other matters as required or permitted herein.

**Section 3. Special Meetings**

Special meetings of the Trustees of THE COUNCIL may be called by the President or by not less than twenty (20) percent of the Board of Trustees at any time upon proper notice.

**Section 4. Notice**

Written or printed notice stating the place, time, day and hour of the Annual Meeting, or in the case of a special meeting, the purpose (excluding the election of Trustees) for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting, either personally or by mail, to the Trustees entitled to vote.

**Section 5. Record Date**

The record date for determining the name and address of Trustees entitled to notice of, and vote, at any annual meeting shall be fixed by the Executive Committee and set forth in the notice of the meeting.

**Section 6. Financial Report**

A copy of the annual report of financial condition approved by the Board of Trustees shall be sent to the Trustees entitled to vote within a reasonable time after the end of the fiscal year and not less than seven days (7) prior to the Annual Meeting.

**Section 7. Procedures**

At all meetings, "Roberts Rules of Order, Revised" will be used as a procedural guide.

No business shall be conducted at any meeting unless a quorum of one-third (1/3) of the Trustees entitled to vote is present.

**ARTICLE V - OFFICERS AND STAFF****Section 1. Officers**

The officers of THE COUNCIL shall be President, Vice-President, Secretary, Financial Officer and Past President.

**Section 2. Nominations**

The nomination process for officers shall be determined by the Board of Trustees from time to time.

**Section 3. Election**

The officers shall be elected by a simple majority of the Trustees present at any meeting of the Board.

**Section 4. Term of Officers**

All officers shall be elected for a term of 2 years.

**Section 5. Vacancies**

Vacancies for unexpired terms of office shall be filled through election by the Board of Trustees.

**Section 6. Duties and Powers****A. The President shall have the power:**

- a. to preside at all meetings of the Board of Trustees and to serve ex-officio as a member for any committees.
- b. to instruct the Secretary to call meeting of the Board of Trustees.
- c. to take appropriate action to carry out any resolution of direction of the Board of Trustees.
- d. to serve as chairman of the Executive Committee and to appoint all ad hoc committees with the advise and approval of the Executive Committee.
- e. to take appropriate action to conduct the business of THE COUNCIL between meetings of the Board with the concurrence of the Executive Committee.
- f. to fill vacancies, at his/her discretion, by making appointments to the Board. Presidential appointments shall be made for terms of one year.

**B. The Vice-President shall have the power:**

- a. to exercise the powers of the President in his/her absence
- b. to serve as chairman of the Long-Range Planning Committee.

**C. The Secretary shall have the duty:**

- a. to record and distribute to the Board of Trustees of THE COUNCIL minutes of all meetings of the Board.
- b. to keep a current listing of all Trustees of the Board and an attendance record of Trustees at all meetings.
- c. to issue notice of all meetings to the Board of Trustees.
- d. To serve as chairman of the nominating committee

- D. The Financial Officer shall have the duty:
- a. to keep proper custody of all funds of THE COUNCIL and to expend such funds only in a manner and for the purpose designated by the Board of Trustees or Executive Committee.
  - b. to be responsible for preparation of all tax returns, and all financial statements (audited or unaudited) of THE COUNCIL.
  - c. to serve as chairman of the Finance Committee.

#### Section 7. Staff

- A. The Executive Committee shall prepare, adopt and periodically update a Personnel Policy Statement describing professional staff positions, terms and conditions of work, compensation and similar matters.
- B. The Executive Committee with the advise and approval of the full Board shall appoint or remove the Executive Director in accordance with said policy. The Executive Director with the advise and approval of the Executive Committee shall appoint or remove staff.

### ARTICLE VI - COMMITTEES

The Executive Committee, with the advise and approval of the Board, shall appoint all standing committee chairmen as required. The President, with advise and approval of the Executive Committee, shall appoint all ad hoc committees and their chairmen as the need arises.

#### Section 1. Standing Committees

All Standing Committees will be sub-committees of the Executive Committee and Chaired by Officer of THE COUNCIL or chairmen appointed by the Executive Committee. Appointed Chairmen will serve on the Executive Committee. All committee appointments shall terminate at the next Annual Meeting.

- A. The Finance Committee shall supervise the annual budget of THE COUNCIL. The Trustees may be heard during one of the preparatory meetings on the annual budget for the next fiscal year.
- B. The Nominating Committee shall make recommendations and present candidates to the Board of Trustees.
- C. The Long Range Planning Committee shall (LRPC) convene and make recommendations to the Board of Trustees annually with the purpose of updating THE COUNCIL Long-Range Plan. Research and development will be conducted through the LRPC.
- D. The Programming Committee shall oversee the planning and implementation of ongoing activities of the COUNCIL.

- E. The Networking Committee shall oversee the ARTS NETWORK, the advisory committee of arts and humanities groups in the region.
- F. The Historian shall document all activities and events of the COUNCIL and organize and protect all such documentation.

#### **Section 2. Ad Hoc Committees**

All special committees shall be established and a chairman appointed by the President as the need arises. All committee appointments shall terminate at the next Annual Meeting.

### **ARTICLE VII - FINANCES**

The fiscal year of THE COUNCIL shall begin on the first day of July and end on the last day of June each calendar year.

#### **Section 1. Audit**

The accounts of THE COUNCIL shall be reviewed annually by a certified public accountant, whose report shall be made available to the Trustees.

### **ARTICLE VIII - AMENDMENT**

These by-laws may be amended by two-thirds (2/3) vote of those Trustees present and eligible to vote at any meeting of THE COUNCIL, provided that the proposed amendment has been received in writing by the members at least thirty (30) days in advance of the meeting and a quorum is present.