

## Bylaws of the Island Arts Council

**Revised 01/01/2026**

### ARTICLE I. ORGANIZATION

The name of this organization is Island Arts and Culture Alliance, DBA Island Arts Council (“IAC”), an incorporated nonprofit association organized under the laws of the State of North Carolina, Section 55-2-02; originally formed in 2011.

### ARTICLE II. PURPOSE

The IAC is formed and shall be operated exclusively for the purpose of advancing the vibrant, vital arts environment in Carolina Beach and Kure Beach, hereinafter called the area of Pleasure Island. The mission is to promote awareness, understanding, and appreciation of the literary, culinary, visual, and performing arts, hereinafter called The Arts, in the island community in order to enhance the quality of life in the area.

To further such purpose, IAC will:

- Champion the arts in Pleasure Island
- Support practicing artists and local art organizations
- Encourage economic development through the arts
- Facilitate the growth of our community into a regional arts destination.

### ARTICLE III: MEMBERSHIP

#### Section 1. INDIVIDUAL MEMBERSHIP

Membership is available to any person in the community wishing to support the Arts. Each individual membership shall be entitled to one vote. All members in good standing, with dues paid, may vote, as per Article VI Elections, at any special or General Membership meeting. The Board of Directors shall establish annual dues for the individual memberships.

#### Section 2. BUSINESS AND ORGANIZATION MEMBERSHIPS

Any business or non-arts organization in the community wishing to support the Arts is eligible for Business and Non-Arts Organization membership. Each such member is entitled to one vote, as per Article VI Elections, at any special or General Membership meeting. The Board of Directors shall establish the annual dues for Business and Non-Arts Organization memberships. Each Business and Non-Arts Organization Member shall have the right to appoint one Member Representative to attend IAC meetings for the purpose of participation and voting.

Section 3. Revocation of Membership. Membership shall be revoked for failure to pay prescribed dues within 60 days after the start of the new calendar year.

Section 4. Membership Withdrawal. A member may withdraw from IAC at any time by providing written notice of withdrawal, including a prospective withdrawal date, to any officer of the Board of Directors. Membership, along with any membership privileges and obligations, shall cease as of such withdrawal date except for any rights or obligations that expressly survive withdrawal in accordance with contracts or these bylaws. There will be no refunds of membership dues.

Section 5. A member may not transfer membership or any rights arising from membership.

#### ARTICLE IV: BOARD OF DIRECTORS

Section 1. The business of the IAC shall be governed by the Board of Directors (“Board” or “BOD”).

Section 2. The Board shall meet at least quarterly which includes the month of October (or November as determined by the BOD at its first meeting of each new year) when the annual membership meeting shall be considered a meeting of both the Board and the General Membership. Meetings of the Board may be held in person, virtually, or by teleconferencing.

Section 3. Special meetings of the Board may be called by the Chair or three members of the Board with a minimum of three days via a telephonic or e-mail notice to the rest of the Board.

Section 4. Alternate voting procedure

(a) Electronic voting - If circumstances or timing does not allow convening a Board meeting in person, virtually, or by teleconferencing, a vote on a single issue may be conducted by electronic means. A member shall transmit a motion to the Secretary for distribution. The Secretary shall forward the motion to all Board members. To be counted, replies must be received by the Secretary within forty-eight (48) hours. The first vote received by the Secretary in favor of the motion shall be considered a second of the motion. The Secretary shall keep record of the votes of all members and create minutes of the issues to present to the Board. Any member who objects to conducting the vote outside of a meeting may notify the Secretary and the motion shall be deferred for later consideration.

(b) Proxy voting - A BOD member who is unable to attend a regular or special Board meeting may transmit a proxy vote on an issue or issues set forth in the published agenda and as such be counted toward a quorum of a meeting. The vote must be received by the Secretary or designated officer, in a form that can be printed, who will then represent the proxy by casting a vote on their behalf prior to the conclusion of the agenda item at which the issue(s) is discussed and voted upon. The member shall acknowledge that s/he has sufficient information to vote on that issue.

Section 5. Member Count

The Board of Directors shall be composed of not less than 5 and not more than 15 Individual Members of the General Membership and any honorary, ex-officio or emeritus directors as may

be approved by the Board. The immediate past-Chair shall be eligible to serve as an emeritus Chair for one year after serving in the office of Chair, unless eligible for and elected to the Board as a regular member. The honorary, ex-officio or emeritus directors shall not be limited in number but will not have a vote nor will they be counted toward a quorum.

#### Section 6. Term of Office for Board Members.

Term of office shall be two (2) consecutive 3-year terms. A board member must be off the Board for at least one year before being re-elected, but may serve as an honorary member if approved by the Board and the General Membership. Each year one third of the Board of Directors shall be elected/re-elected by the General Membership at the Annual Membership Meeting.

#### Section 7. Removal, Resignation, and Vacancies

A director may be removed from the BOD for cause, including by not limited to failure to attend meetings, neglect of duties, misconduct, or actions contrary to the best interests of the IAC.

- Removal may be initiated by the Nominating Committee with a vote to submit the removal to the BOD for approval.
- The director shall receive written notice at least ten (10) days prior to the BOD meeting at which the removal will be considered and have the opportunity to address the BOD before a vote is taken.
- Removal requires a two-thirds ( $\frac{2}{3}$ ) majority vote of the remaining BOD.
- A director who fails to attend three (3) consecutive regular meetings without reasonable cause may be automatically removed by majority vote of the BOD.

Any director may resign at any time by submitting written notice to the Chair or Secretary. Such resignation shall take effect on the date specified in the notice, or if no date is specified, upon receipt by the Council. Acceptance of the resignation shall not be necessary to make it effective.

In the event of the death or permanent incapacity of a director, the position shall be deemed vacant as of the date of death or determination of incapacity.

Any vacancy on the BOD, whether resulting from removal, resignation, death, or any other cause, shall be filled by appointment of the remaining BOD. The appointed director shall serve for the unexpired portion of the vacated term and then be eligible for an appointment of two (2) consecutive 3-year terms by the BOD and General Membership process.

Section 8. Each member of the BOD shall have one vote. A majority of the members of the BOD shall constitute a quorum for a Board meeting. A simple majority of those voting is sufficient for the adoption of any motion. On a tie vote the motion is defeated.

Section 9. Members of the BOD shall serve without compensation for that service, but individuals may be reimbursed for IAC expenses as approved by the Board.

### ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The officers shall be Chair, Vice Chair, Secretary and Treasurer. The officers shall be nominated from the Board of Directors and elected by the General Membership at the annual General Membership Meeting with terms commencing on the 1st day of the next fiscal year. The BOD may create additional officer positions as needed and define the duties of the additional position. As a general guide, each officer shall chair an established committee as set forth below (exceptions will be voted upon by the BOD in individual cases serving in the best interest of the IAC for the period/term to be determined.)

Section 2. Each officer shall be elected annually by the BOD and General Membership at the annual meeting. Each officer shall serve for a term of one (1) year, or until their successor is duly elected and qualified. An officer may be re-elected to the same position for up to two (2) consecutive terms. After serving two consecutive terms in the same officer position, a director must vacate that position for at least one year before being eligible to serve in it again.

Section 3. In the event that an officer resigns mid-term or is unable to complete his/her term, the BOD shall appoint a member of the Board to complete the vacated term.

Section 4. The Chair shall preside at all meetings of the General Membership, Board of Directors and the Executive Committee, and perform all such other duties as ordinarily pertain to the office of the Chair.

Section 5. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair and shall perform such other duties as may be assigned by the Chair. Upon the expiration of the Chair's term, the Vice Chair may be nominated to assume the office of Chair at the annual General Membership Meeting. The Vice Chair may also simultaneously serve as the Treasurer.

Section 6. The Secretary shall keep minutes of all meetings of the Board of Directors and the Executive Committee, shall make minutes available to members upon request, and shall ensure that notices are given in accordance with the Bylaws.

Section 7. The Treasurer shall oversee all financial matters, chair the Finance & Grants Committee, review the budget with the Board of Directors, and work with the Board of Directors as an advisor.

## ARTICLE VI: ELECTIONS

Not less than two (2) months prior to the annual General Membership meeting, the Nominating Committee shall present for Board approval a slate of nominees to fill officer and Board Member terms expiring at the end of the fiscal year.

### Section 1. General Membership Annual Meeting

The approved slate is to be made available, by email or other customary means of communication, to the General Membership not less than ten (10) calendar days prior to the

annual General Membership Meeting. The General Membership meeting shall be held at a time and place designated by the BOD.

#### Section 2. Quorum

A quorum for the annual General Membership Meeting shall consist of the members present in person or present virtually if remote participation is permitted along with members who submitted a Proxy.

#### Section 3. Voting Rights

Each member in good standing is entitled to one (1) vote on matters brought before the general membership, including the election of officers. A majority of those voting shall be sufficient to determine the election.

#### Section . Voting by Proxy

1. Use of Proxies - Members who are unable to attend the annual General Membership Meeting may vote by proxy on any matter requiring a vote of the membership, including officer elections.
2. Form of Proxy - A proxy must be submitted in writing and may be delivered by: email, electronic form (such as an online form or scanned signed document), or signed paper document delivered to the Secretary (or designated officer).
3. Submission Deadline - To be valid, all proxies must be received by the Secretary (or designated officer) no later than twenty-four (24) hours before the meeting at which the vote will be taken.
4. Scope of Proxy - A proxy shall authorize the designated individual to cast the member's vote on the specific matters described in the proxy. General, open-ended proxies shall not be accepted unless expressly authorized by the BOD.

Effect of Proxy - Valid proxies shall be counted toward the vote total on the matters presented.

### ARTICLE VII: FINANCES AND CONTRACTUAL POWERS

Section 1. The fiscal year shall begin on January 1 and end December 31. The Treasurer will provide accountings at all meetings and upon request. The Finance Committee members ensure fiscal oversight and accountability over all accounting procedures.

Section 2. With the approval of the Executive Committee of the Board of Directors, the Chair/ Vice Chair or Treasurer are authorized to execute Contracts, Deeds, Leases, Bills of Sale, Mortgages, Notes, Bonds, and other instruments.

Section 3. Bank checks or other financial drafts require the Chair's or Treasurer's signatures/ approvals.

### ARTICLE VIII: DUES

If no change is proposed by the BOD, membership dues shall remain the same as established for the preceding year.

All dues are due and payable January 1 of each year. Individuals, organizations, or businesses joining the IAC for the first time within two (2) months of the expiration of the calendar year, shall have dues credited to the following year.

## ARTICLE IX: COMMITTEES

Section 1. Board of Directors Participation on Committees. All members of the BOD shall serve on at least one committee. Each year at the October (or November as determined by the BOD) annual meeting, the Chair shall appoint a member of the BOD to chair each of the Standing Committees. The Executive Director shall be an ex-officio member of each committee.

Section 2. Recruitment of Non-Board IAC Members. Each year when the notice is sent to the full membership regarding the slate of candidates for election to the Board, the BOD Chair, after a communication/recruitment process with mutual consent, shall notify the general membership of the committee members assigned to serve each committee as well as the designated committee chair.

### Section 3. Standing Committees

#### A. Executive Committee (5 members)

--The Chair is the designated chair of the Executive Committee. The Executive Committee shall be composed of the ex-officio immediate past Chair and the current officers of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer.

--The Executive Committee may contribute to and recommend BOD agenda items. The committee will prepare an organizational chart, mission statement, and operations handbook to be available to all members incorporating the policies and practices that guide the IAC. The committee will recommend policies to encourage openness and to serve varied interests in the community and develop long-range strategies for planning, and operating affairs of the IAC in concert with any existing Executive Director. The committee will recommend training and workshops for the BOD, staff, and membership. The committee shall evaluate community response to IAC programs and make recommendations to the BOD to increase the value of the IAC.

--The Executive Committee shall meet quarterly or periodically, as deemed necessary by the Chair. The Secretary shall keep a record of such meetings.

--The Committee shall develop and review its Charter annually to organize its goals and responsibilities. Any revisions to its Charter will need BOD approval.

#### B. Nominating & Membership Committee (at least 5 members)

--A member of the Executive Committee will be the designated chair of the Nominating & Membership Committee.

--The Nominating & Membership Committee shall review the needs of the IAC throughout the year with regard to membership of the BOD and shall propose the slate of

nominees for elections, as outlined under Article VI, after seeking suggestions from the BOD and the general membership.

— The Committee shall develop and review its Charter annually to organize its goals and responsibilities. Any revisions to its Charter will need BOD approval.

--Board membership should be based upon the ability of a nominee to contribute time, talent, and/or money toward accomplishing the IAC mission. Interpersonal characteristics reflecting collaborative relationships, community influence, regional perspectives, and leadership should also be considered. In addition, board nominees should reflect as much diversity as possible: age, gender, race, profession and education.

--The Nominating & Membership Committee shall develop an Orientation Plan for new Board members, as well as a list of Board member responsibilities.

#### C. Finance & Grants Committee (3-5 members)

--The Treasurer is the designated Chair of the Finance & Grants Committee. The Committee shall review the finances of the IAC on a regular basis, make recommendations to the BOD, review the books and records at the end of each fiscal year, report to the BOD, recommend policies regarding investments, and shall seek an advisor or advisors to the Board.

A Taskforce of the committee shall seek sponsorships, fundraisers, and grants as a commitment to fulfilling the goals of the overall IAC income and expenses.

The Committee shall develop and review its Charter annually to organize its goals and responsibilities. Any revisions to its Charter will need BOD approval.

#### D. Community Outreach & Special Projects Committee (at least 5 members)

--A member of the Executive Committee will be the designated chair of the Committee.

--The Community Outreach & Special Projects Committee is responsible for developing programming, events, and activities to serve artists and audiences throughout the community. Specific activities of the Committee shall be carried out by task teams with the support of the Executive Director.

--The Committee shall build relationships with other organizations in the community to help create opportunities for artists, develop venues for arts events, and identify fundraising opportunities.

– The Committee shall develop and review its Charter annually to organize its goals and responsibilities. Any revisions to its Charter will need BOD approval.

#### E. Communications and Marketing Committee (at least 5 members)

– A member of the Executive Committee will be the designated chair of the Committee.

– The Communications & Marketing Committee shall carry out the marketing and promotional activities of the IAC. This will include social media, emails, brand management, and design graphics.

– The Committee shall develop and review its Charter annually to organize its goals and responsibilities. Any revisions to its Charter will need BOD approval.

#### F. Additional Committees

The Chair may appoint ad hoc committees or task teams from the BOD and General Membership as circumstances warrant, or as directed by the BOD or the General Membership.

## ARTICLE X: MEETINGS

Section 1. The General Membership shall meet annually in October (or November if determined by the BOD) for the purpose of electing officers and members of the Board of Directors, receiving reports by officers and committees, and for other business that may arise. The Board may, at a regularly scheduled meeting, vote by a two-thirds majority to change the Annual Meeting date.

Section 2. Special meetings of the General Membership may be called by the Chair with the approval of the BOD or by the written petition of ten or more members of the IAC, provided such a petition states the purpose for which the meeting is desired. At any special meeting only such business as specified in the petition may be transacted, unless the notice also provides for the transaction of other business.

Section 3. General Membership shall meet regularly throughout the year. Notice of meetings of the General Membership shall be given at least fifteen (15) calendar days prior to the date of the meeting.

## ARTICLE XI: AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the Board of Directors. The text of the proposed amendment or revisions shall have been made available to the Board at least five (5) calendar days in advance of the meeting at which the matter is to be considered. Amendments require a majority favorable vote of the Board. All amendments shall be publicized to the membership immediately following their adoption and up-to-date by-laws shall be available on the organization's web site. In addition to these bylaw amendments, the BOD has an oversight and approval process for any amendments to the IAC Operational Handbook and Organizational Chart.

## ARTICLE XII: INDEMNIFICATION

### Section 1. General

IAC shall, to the extent permitted by law, indemnify its BOD and officers against any and all liabilities and advance all reasonable expenses incurred including attorney's fees, incurred in connection with any proceeding to which any Board member or officer is a party because of their role or responsibility with IAC, provided that such person:

- (a) acted in good faith,
- (b) reasonably believed their conduct was in or not opposed to the best interests of the corporation, and

- (c) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

#### Section 2. Insurance

The organization may purchase and maintain Directors and Officers (D&O) Liability insurance or other insurance for the purpose of indemnifying any person, including directors, officers, employees, agents or volunteers, to the full extent allowed by North Carolina law.

#### Section 3. Non-Exclusivity

The rights of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which a person may be entitled under any agreement, vote of the Board, or otherwise, and shall continue as to a person who has ceased to serve in an official capacity.

#### Section 4. Advancement of Expenses

Expenses included in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the individual to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified under this Article.

#### Section 5. Severability

If any part of this Article shall be found invalid or unenforceable, the remaining provisions shall remain in full force and effect.

### ARTICLE XIII: LIMITATION OF LIABILITY

#### Section 1. Limitation of Personal Liability

To the fullest extent permitted by the laws of the State of North Carolina, no director or officer of the IAC shall be personally liable for monetary damages for any action taken, or any failure to take action, as a director or officer, except for:

- (a) acts or omissions that are in bad faith or that involve intentional misconduct or knowing violation of law;
- (b) Any transaction from which the director or officer derived an improper personal benefit;  
or
- (c) acts or omissions that are grossly negligent and not in the best interests of the corporation.

#### Section 2. Good Faith Reliance

A director or officer shall be fully protected in relying in good faith upon the records of the corporation and upon such information, opinions, reports, or statements presented by officers,

employees, committees, or outside professionals as to matters reasonably believed to be within their competence.

### Section 3. Preservation of Rights

Nothing in the Article shall eliminate or limit the protection provided under Article XII (Indemnification) or any applicable insurance coverage.

## ARTICLE XIV: Conflict of Interest (COI)

### Section 1. Purpose

The purpose of this COI policy is to protect the interests of the IAC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or member of the organization or might result in a possible excess benefit transaction.

### Section 2. Definition of COI

A COI arises when a director, officer, or member has a financial interest, direct or indirect, in any matter being considered by the BOD or a committee. A person has a financial interest if they have, directly or through business, family, or personal relationships:

- (a) an ownership or investment interest in any entity with which the IAC has a transaction or arrangement;
- (b) a compensation arrangement with the IAC or with any entity or individual with which the IAC has a transaction or arrangement; or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the IAC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

### Section 3. Duty to Disclose

In connection with any actual or possible COI, a director, officer, or member must disclose the existence and nature of the financial interest and all material facts to the BOD or the relevant committee.

### Section 4. Procedures for Addressing Conflicts

The interested person shall leave the meeting while the matter is discussed and voted up on. The remaining disinterested directors shall decide whether a COI exists. If a COI exists, the BOD shall determine whether the proposed transaction is fair and in the best interests of the organization before approving it.

All such determinations and votes shall be recorded in the meeting minutes.

### Section 5. Annual Statements

Each director, officer, and member shall annually sign a statement affirming that they

- (a) have received a copy of this conflict of interest policy,
- (b) have read and understand it, and
- (c) agree to comply with it.

Section 6. Violations

If the BOD has reasonable cause to believe a member has failed to disclose an actual or possible COI, it shall inform the member and allow an opportunity for explanation. If the explanation is unsatisfactory, the BOD may take appropriate disciplinary and correct action.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Revised, shall be the parliamentary authority at all Board of Directors and General Membership meetings.

Section 2. Robert's Rules of Order, Revised, shall be the parliamentary authority on all matters not covered by the By-Laws of this organization.

Section 3. Procedural matters at all Board of Directors and Annual Membership Meetings shall be governed by Robert's Rules of Order, Revised.