

THE HAYS ARTS COUNCIL INC.

BYLAWS

ARTICLE I

Name and Purpose

SECTION 1. Name.

The name of this Association shall be the Hays Arts Council, Incorporated under the Corporation Laws of the State of Kansas in October 9 1967.

SECTION 2. Mission.

Art improves the quality of life. The Hays Arts Council promotes the visual, performing, and literary arts for the people of our region. We support creative expression, foster arts education, and bring cultural experiences to the community.

ARTICLE II

Membership, Dues, and Voting

SECTION 1. Membership.

The membership of the Hays Arts Council shall include the categories as agreed upon by the Board of Directors and as specified and changed from time to time, such categories based on the amount of annual dues paid, and open to all persons interested in furthering the purposes of the Arts Council. These categories shall appear in the STANDING RULES section, which follows these Bylaws. Any individual, business or organization with a membership in the "sponsor" category or above shall be recognized in Hays Arts Council programs and publications.

SECTION 2. Membership privileges.

In addition to furthering the purposes of the Council each membership is entitled to one vote in every election by the general membership, and each membership is afforded the opportunity to serve on the Council committees of most interest to the holder(s) of that membership. Businesses and organizations shall designate a single representative who shall be entitled to membership privileges. The Board of Directors of the Council shall have the power to add other membership privileges as the Board deems necessary or advisable.

SECTION 3. Membership year.

Membership in the Hays Arts Council shall be for one year, effective upon payment of dues.

SECTION 4. Memorials and gifts.

In addition to the membership classification, the Council's Board of Directors is empowered to accept memorials or special purpose gifts in any amount at any time.

SECTION 5. Changes in membership structure.

The Board of Directors of this Council shall have the power to change the amount of dues and the classifications of membership at any time the Board deems necessary or advisable, effective for the next membership year.

ARTICLE III

Officers and Boards

SECTION 1. Board of Directors.

The governing body of this Council shall be a Board of Directors, elected by the general membership from the Council's membership list.

- a. Composition of the Board. The Board of Directors shall be composed of 12 members. In addition, the President may appoint one non-voting student member for a term of one year.
- b. Election. The Board of Directors shall be elected by the general membership at its annual meeting by voice vote or, if additional candidates have been nominated from the floor, by written ballot.
- c. Term of Office. All Board members shall be elected for terms of three years, with the terms of four members expiring each year. A Board member may be elected for a second term and a third term. Once a third term has expired, the Board member will not be eligible for another term until one year after the expiration of the third term. The HAC may waive the wait period if deemed appropriate.
- d. Ex-Officio Members. The President of the Council, following the expiration of their term of office on the Board of Directors, may remain an ex-officio member of the Board for one year. There shall be no other ex-officio member of the Board of Directors.
- e. Removal and Replacement. If a member of the Board of Directors is absent from three consecutive Board meetings or deemed otherwise unfit to serve, the Board may, by a 2/3 vote of the entire Board, dismiss the member from service on the Board. If a member of the Board is dismissed or resigns, the remainder of the Board of Directors shall elect a replacement to fill the vacancy for the remainder of that term. Replacement terms will not be counted as regular terms of office.
- f. Powers of the Board of Directors. The Board of Directors shall have and exercise all such powers as are customary for directors of a business

corporation and shall be responsible for the immediate government and direction of the affairs of the corporation. The Board shall make all rules, regulations, and policies which it deems necessary or proper for the government of the corporation and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the Articles of Incorporation and the Bylaws of this Corporation.

- g. Duties of Board Members. Each Board member must be a dues-paying member of the Hays Arts Council; should attend all regular board meetings, the annual retreat, and the annual general membership meeting; should serve on at least one committee; and must share in the responsibilities associated with Hays Arts Council events and exhibitions.

SECTION 2. Officers.

The officers of the Hays Arts Council Board of Directors shall consist of a President, Vice-President, Recording Secretary, and Treasurer.

- a. Election. The officers shall be selected from current board members. They shall be approved by the Board at its meeting prior to the annual membership meeting. Election is by voice vote of the general membership at its annual meeting.
- b. Term of Office. All officers shall be elected for a term of two years, and shall serve until their respective successors are elected. Secretary and Treasurer may be elected for a second term. It is expected that Vice President and President are sequential offices and are therefore limited to one term each.
- c. Replacement. If the replacement of any officer becomes necessary during their term in office, the Board of Directors shall have the power to appoint a replacement for the remainder of the unexpired term.
- d. Duties of Officers. In addition to the specific duties prescribed herein, the duties of the officers of the organization shall be those that usually pertain to their respective offices or are assigned to them respectively as deemed advisable by the Board of Directors of this corporation.
 - (1) President. The president is the official representative of the Hays Arts Council and oversees all of its functions and activities. The president shall preside at all meetings of the general membership, the Board of Directors, and the Executive Committee, and shall be an ex-officio member of all committees. The president shall set the agenda for meetings in consultation with the executive director.
 - (2) Vice President. The vice-president shall assume all duties of the president in case of the latter's absence. The Vice President shall be responsible for new Board Member recruitment and orientation.
 - (3) Recording Secretary. The recording secretary shall keep a record of all meetings of the general membership, the Board of Directors, and the Executive Committee, and shall be responsible for providing a written copy of the minutes of all such meetings. Minutes shall list members present and members absent.
 - (4) Treasurer. The treasurer shall review and recommend approval of monthly bills for payment and financial statements and shall co-sign all accounts payable over the amount of \$500 and any checks paid to board or staff.

- (5) Past President. The Past President is the immediate past president and acts as an advisor in matters of history and precedent. This office serves on the Executive Committee and is not required to be a member of the Board of Directors but is asked to be a Member of the HAC.

SECTION 3. Executive Board.

The Executive Board shall consist of the officers plus the immediate past president. The Executive Board shall meet a minimum of four times each year. Duties shall include 1) to act as the Personnel Committee of the Board; 2) to oversee the annual evaluation of the Executive Director; 3) to set strategic goals; and 4) to act in other capacities as directed by the Board from time to time.

ARTICLE IV

Committees

SECTION 1. Appointment of Committees

The Board of Directors shall have the power to create any committee deemed necessary to promote the mission of the Hays Arts Council.

SECTION 2. Organization of Committees

Any committee appointed by the Board of Directors pursuant to the above section shall be composed of interested Hays Arts Council members. Non-members may serve as consultants for a specific technical need. The chair must be a member of the Board of Directors. The chair of each committee is responsible for the organization of the committee and for scheduling and directing meetings and business of the committee. The chair is responsible for reporting the work of the committee to the Board of Directors, and to interpret appropriate Board action back to the committee.

SECTION 3. Term of Committee Service

Tenure of committee memberships is determined within the committee, according to the interests and needs of both the members and the committee, with the approval of the Board of Directors.

ARTICLE V

Meetings

SECTION I. General Membership Meeting

The general membership of the Hays Arts Council shall be invited to attend an annual meeting to be held in the Fall each year for the purposes of electing officers and new members of the Board of Directors, in accordance with the provisions of these Bylaws, and transacting such business as may properly come before the meeting.

- a. Special Meetings Special meetings of the general membership may be called at any time and for any purpose by the Board of Directors.

- b. Quorum If the provisions of these Bylaws regarding notice of meetings have been carried out, those members in attendance at any meeting of the general membership shall constitute a quorum.
- c. Notice of Meetings. The Executive Director of the Hays Arts Council shall be responsible for notifying all members of every meeting of the general membership. Notice of the official annual meeting shall be sent to all current members at least two weeks prior to the date of such annual meeting. Notice of any special meeting of the general membership shall be sent at least one week prior to the date of such special meeting.

SECTION 2. Board of Directors Meetings.

The Board of Directors of the Hays Arts Council shall hold meetings monthly. Between annual meetings of the general membership, all business of the Hays Arts Council shall be conducted at these Board of Directors meetings. Any interested Hays Arts Council member may attend board meetings. Only the members of the Board of Directors may make or second motions or vote on any matter brought before the Board.

- a. Quorum. A simple majority of the Board of Directors shall constitute a quorum at any regular or special meeting.
- b. Notice of Meetings. The Executive Director of the Hays Arts Council shall be responsible for notifying all members of the Board of Directors of every meeting of the Board.

SECTION 3. Committee Meetings

Meetings of any committee of the Hays Arts Council may be called by the chair of that committee or by a majority of the members of that committee. The chair or other members calling any such meeting shall provide sufficient notice to all members.

ARTICLE VI

Staff, Office, and Expenditures

SECTION 1. Staff.

The Board of Directors shall have the power to employ such staff as is deemed necessary to carry out the mission of the Hays Arts Council. Salary, hours, duties, and other conditions of such employment will be determined by the Board of Directors, in accordance with any appropriate provisions of these Bylaws.

SECTION 2. Office.

The location of the office of the Hays Arts Council shall be within the city limits of Hays, Kansas, at such location as the Board of Directors may from time to time determine, with the provision that the organization shall maintain at all times a mailing address, a telephone number, and a central office for official files.

SECTION 3. Expenditures.

Supervision and control of the expenditures and commitments of corporation funds shall be exercised by the Board of Directors, and all transactions including deposits and withdrawals shall be made with the knowledge and understanding of the Treasurer.

SECTION 4. Fiscal Year.

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

ARTICLE VII

Parliamentary Authority

SECTION 1. Rules of Order.

The rules contained in Robert's Rules of Order shall govern this corporation and the Board of Directors in all cases in which they apply and in which they are not inconsistent with these Bylaws.

SECTION 2. Parliamentarian.

The President may appoint a parliamentarian to serve at any meeting, as deemed necessary or advisable, or such appointment may be requested by a majority of the Board of Directors.